

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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, 2009

EXPRESS-1 EXPEDITED SOLUTIONS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or other jurisdiction of
incorporation or
organization)

001-32172

(Commission File Number)

03-0450326

(I.R.S. Employer
Identification No.)

3399 Lakeshore Drive, Suite 505, Saint Joseph, Michigan, 49085
(Address of principal executive offices — zip code)

(269) 429-9761

(Registrant's telephone number, including area code)

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)).

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On May 13, 2009 Express-1 Expedited Solutions, Inc., issued a press release reporting its financial results for the quarter ended March 31, 2009. A copy of the release is furnished as Exhibit 99.1.

The information furnished herein, including Exhibit 99.1, is not deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section. This information will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates them by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

| <u>Exhibit No.</u> | <u>Exhibit Description</u> |
|--------------------|-----------------------------------|
| 99.1 | Press Release dated May 13, 2009. |

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated May 14, 2009

Express-1 Expedited Solutions, Inc.

By: /s/ Mike Welch
Mike Welch
Chief Executive Officer

Contact:

Express-1 Expedited Solutions, Inc.
Mike Welch
269-429-9761
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EXPRESS-1 EXPEDITED SOLUTIONS POSTS PROFIT IN Q1 2009

SAINT JOSEPH, Mich. — May 13th, 2009 — Express-1 Expedited Solutions, Inc. today reported its earnings for the first quarter, ended March 31, 2009.

Express-1 Expedited Solutions, Inc. through its three operating companies (Express-1, Concert Group Logistics and Bounce Logistics), provides the following premium transportation services: same-day delivery, time-sensitive shipping and premium freight brokerage throughout North America, as well as domestic and international freight forwarding.

During the first quarter of 2009, Express-1 Expedited Solutions, Inc. reported a net income of \$5,000 compared to \$643,000 for the same quarter in 2008. The overall performance of the Company during the quarter was significantly impacted by a 15% reduction in gross revenues compared to the same quarter in 2008. This was due in large part to the current economic recession. The falling price of fuel also had a negative impact on gross revenues as fuel surcharge revenues were down on a quarter to quarter basis. Mike Welch, the Company's CEO shared these thoughts, "Falling demand and excess capacity made for a very challenging transportation market in Q1. Although the economic recession has had a negative impact on the entire transportation market, our asset light model and its ability to quickly adapt to changing market conditions will enable us to weather these uncertain economic times."

We continue to be excited about the potential of our Concert Group Logistics and Bounce business units as their diversified operations tempered our overall volume reductions in the first quarter of 2009. During Q1, the company purchased the operations and certain net assets from First Class Expediting Services in Rochester Hills, MI. "Our economic environment has brought with it acquisition opportunities such as First Class Expediting", stated Welch, "This short haul expedited operation will allow our Expediting arm to expand into another niche and further complement the services provided by Express-1. "

During the quarter, we right-sized our operations to more efficiently deal with the current economic realities. These cuts which were primarily administrative in nature should result in savings of nearly \$2,000,000 for the remainder of the year. We believe that these reductions will further strengthen our ongoing financial position as we continue through uncertain times. Unfortunately, transition costs involved with the right-sizing process prevented material cost reductions within the first quarter of 2009, however, the Company is realizing some of the anticipated results early in the second quarter.

Express-1 continues to have a strong balance sheet in addition to making strides in managing its accounts receivable. “As the automotive business has declined, so has our revenue and related accounts receivables associated with the industry” stated Welch. “We no longer have any customers that represent over 5% of our outstanding receivables and the combined total of the Big Three automotive manufacturers represents less than 4% of our receivables as of March 31, 2009.”

Overall, cash flow remains healthy as the final earnout of Concert Group Logistics and the acquisition of the First Class Expediting Services operation were funded through the Company’s credit facility during the first quarter. As of March 31, the Company had an additional \$4.3 million of capacity on its line of credit, and the Company anticipates no additional significant capital needs for 2009. Additionally, the company remains in compliance with all of its debt covenants as of March 31, 2009.

Since March 31, 2009, the Company has cancelled or expired 2.2 million options and warrants. This represents a 40% reduction in our outstanding options and warrants and significantly reduces our potential for future dilution.

Conference Call/Webcast Information

Management will conduct a conference call Thursday May 14, 2009 at 11:00 a.m. Eastern to discuss the Company’s fourth quarter financial results. Those interested in accessing a live or archived Webcast of the call should visit the Company’s Website at www.express-1.com. Those wishing to take part in the live teleconference call can dial 877-407-0782, with international participants dialing 201-689-8567. A playback will be available until midnight on May 21, 2009. To listen to the playback, please call 877-660-6853. Use account number 286 and conference ID number 322583.

About Express-1 Expedited Solutions, Inc.

Express-1 Expedited Solutions, Inc. is a non-asset based services organization focused on premium transportation through its business segments, Express-1, Inc. (Buchanan, Michigan), Concert Group Logistics, Inc. (Downers Grove, Illinois), and Bounce Logistics, Inc. (South Bend, Indiana). These segments are focused on premium services that include: same-day, time—sensitive and dedicated transportation as well as domestic and international freight forwarding. Serving more than 2,000 customers, the Company’s premium transportation offerings are provided through one of four operations centers; Buchanan, Michigan; Rochester Hills, Michigan; South Bend, Indiana and Downers Grove, Illinois. The Company services customers throughout the lower 48 states, portions of Canada and Mexico and internationally through its Concert Group Logistics network. The Company’s operating model can be described as non-asset or asset light, with independent contractors and brokerage relationships fulfilling the trucking services for most of its shipments, with independently owned stations managing the services of its freight-forwarding network. Express-1 Expedited Solutions, Inc. is publicly traded on the American Stock Exchange under the symbol XPO. For more information about the Company, visit www.express-1.com.

Forward-Looking Statements

This press release contains forward-looking statements that may be subject to various risks and uncertainties. Such forward-looking statements are made pursuant to the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995 and are made based on management’s current expectations or beliefs, as well as assumptions made by and information currently available to management. These forward-looking statements, which may include statements regarding our future financial performance or results of operations, including expected revenue growth, cash flow growth, future expenses, future operating margins and other future or expected performance are subject to risks. These risks include: that our recent reorganization fails to result in projected operating efficiencies; the acquisition of businesses or the launch of new lines of business, which could increase operating expenses and dilute operating margins; increased competition, which could lead to negative pressure on our pricing and the need for increased marketing; the inability to maintain, establish or renew relationships with customers, whether due to competition or other factors; the inability to comply with regulatory requirements governing our business operations; and to the general risks associated with our businesses.

In addition to the risks and uncertainties discussed above, you can find additional information concerning risks and uncertainties that would cause actual results to differ materially from those projected or suggested in the forward-looking statements in the reports that we have filed with the Securities and Exchange Commission. The forward-looking statements contained in this press release represent our judgment as of the date of this release and you should not unduly rely on such statements. Unless otherwise required by law, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise after the date of this press release. In light of these risks and uncertainties, the forward-looking events and circumstances discussed in the filing may not occur, and actual results could differ materially from those anticipated or implied in the forward-looking statements.

Express-1 Expedited Solutions
Consolidated Balance Sheet

| | (Unaudited) March 31, 2009 | December 31, 2008 |
|--|-------------------------------|----------------------|
| ASSETS | | |
| Current assets: | | |
| Cash | \$ 1,189,000 | \$ 1,107,000 |
| Accounts receivable, net of allowances of \$126,000 and \$133,000, respectively | 11,071,000 | 12,202,000 |
| Prepaid expenses | 346,000 | 372,000 |
| Deferred tax asset, current | 577,000 | 493,000 |
| Other current assets | 1,018,000 | 650,000 |
| Total current assets | <u>14,201,000</u> | <u>14,824,000</u> |
| Property and equipment, net of \$2,223,000 and \$2,220,000 in accumulated depreciation, respectively | 3,065,000 | 3,141,000 |
| Goodwill | 15,602,000 | 14,915,000 |
| Identifiable intangible assets, net of \$1,794,000 and \$1,682,000 in accumulated amortization, respectively | 7,729,000 | 7,631,000 |
| Loans and advances | 52,000 | 63,000 |
| Other long term assets | 1,016,000 | 1,108,000 |
| Total long term assets | <u>27,464,000</u> | <u>26,858,000</u> |
| Total assets | <u>\$ 41,665,000</u> | <u>\$ 41,682,000</u> |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$ 5,635,000 | \$ 6,578,000 |
| Accrued salaries and wages | 248,000 | 691,000 |
| Accrued expenses, other | 1,264,000 | 862,000 |
| Current maturities of long-term debt | 1,219,000 | 1,235,000 |
| Other current liabilities | 292,000 | 1,030,000 |
| Total current liabilities | <u>8,658,000</u> | <u>10,396,000</u> |
| Line of credit | 4,159,000 | 2,320,000 |
| Notes payable and capital leases, net of current maturities | 1,123,000 | 1,400,000 |
| Deferred tax liability, long-term | 664,000 | 583,000 |
| Other long-term liabilities | 488,000 | 456,000 |
| Total long-term liabilities | <u>6,434,000</u> | <u>4,759,000</u> |
| Stockholders' equity: | | |
| Preferred stock, \$.001 par value; 10,000,000 shares; no shares issued or outstanding | | |
| Common stock, \$.001 par value; 100,000,000 shares authorized; 32,215,218 and 32,215,218 shares issued; and 32,035,218 and 32,035,218 shares outstanding | 32,000 | 32,000 |
| Additional paid-in capital | 26,357,000 | 26,316,000 |
| Treasury stock, at cost, 180,000 shares held | (107,000) | (107,000) |
| Accumulated earnings | 291,000 | 286,000 |
| Total stockholders' equity | <u>26,573,000</u> | <u>26,527,000</u> |
| | <u>\$ 41,665,000</u> | <u>\$ 41,682,000</u> |

Express-1 Expedited Solutions
Consolidated Statements of Operation

| | Three Months Ended | |
|---|--------------------|-------------------|
| | March 31, 2009 | March 31, 2008 |
| Revenues | | |
| Operating revenue | \$ 20,072,000 | \$ 23,716,000 |
| Expenses | | |
| Direct expense | 16,856,000 | 19,606,000 |
| Gross margin | 3,216,000 | 4,110,000 |
| Sales general and administrative expense | 3,243,000 | 3,150,000 |
| Operating income (loss) from continuing operations | (27,000) | 960,000 |
| Other (income) expense | (10,000) | 3,000 |
| Interest expense | 22,000 | 80,000 |
| Income (loss) from continuing operations before income tax | (39,000) | 877,000 |
| Income tax provision (benefit) | (14,000) | 347,000 |
| Income (loss) from continuing operations | (25,000) | 530,000 |
| Income from discontinued operations, net of tax | 30,000 | 113,000 |
| Net income | \$ 5,000 | \$ 643,000 |
| Basic income per share | | |
| Income from continuing operations | \$ — | \$ 0.02 |
| Income from discontinued operations | — | — |
| Net income | — | 0.02 |
| Diluted income per share | | |
| Income from continuing operations | — | 0.02 |
| Income from discontinued operations | — | — |
| Net income | \$ — | \$ 0.02 |
| Weighted average common shares outstanding | | |
| Basic weighted average common shares outstanding | 32,035,218 | 29,717,539 |
| Diluted weighted average common shares outstanding | 32,150,601 | 30,068,442 |

Express-1 Expedited Solutions, Inc.
Summary Financial Table
For the Three Months Ended March 31,
(Unaudited)

| | <u>Quarter to Date</u> | | <u>Quarter to Quarter Change</u> | | <u>Percent of Business Unit Revenue</u> | |
|--|------------------------|-------------------|----------------------------------|----------------------|---|---------------|
| | <u>2009</u> | <u>2008</u> | <u>In Dollars</u> | <u>In Percentage</u> | <u>2009</u> | <u>2008</u> |
| Revenues | | | | | | |
| Express-1 | \$ 8,888,000 | \$ 13,168,000 | \$ (4,280,000) | -32.5% | 44.3% | 55.5% |
| Concert Group Logisitcs | 9,639,000 | 10,471,000 | (832,000) | -7.9% | 48.0% | 44.2% |
| Bounce Logistics | 1,780,000 | 183,000 | 1,597,000 | 872.7% | 8.9% | 0.8% |
| Intercompany eliminations | (235,000) | (106,000) | (129,000) | -121.7% | -1.2% | -0.5% |
| Total revenues | <u>20,072,000</u> | <u>23,716,000</u> | <u>(3,644,000)</u> | <u>-15.4%</u> | <u>100.0%</u> | <u>100.0%</u> |
| Direct expenses | | | | | | |
| Express-1 | 6,876,000 | 10,055,000 | (3,179,000) | -31.6% | 77.4% | 76.4% |
| Concert Group Logisitcs | 8,752,000 | 9,484,000 | (732,000) | -7.7% | 90.8% | 90.6% |
| Bounce Logistics | 1,463,000 | 173,000 | 1,290,000 | 745.7% | 82.2% | 94.5% |
| Intercompany eliminations | (235,000) | (106,000) | (129,000) | -121.7% | 100.0% | 100.0% |
| Total direct expenses | <u>16,856,000</u> | <u>19,606,000</u> | <u>(2,750,000)</u> | <u>-14.0%</u> | <u>84.0%</u> | <u>82.7%</u> |
| Gross margin | | | | | | |
| Express-1 | 2,012,000 | 3,113,000 | (1,101,000) | -35.4% | 22.6% | 23.6% |
| Concert Group Logisitcs | 887,000 | 987,000 | (100,000) | -10.1% | 9.2% | 9.4% |
| Bounce Logistics | 317,000 | 10,000 | 307,000 | 3070.0% | 17.8% | 5.5% |
| Total gross margin | <u>3,216,000</u> | <u>4,110,000</u> | <u>(894,000)</u> | <u>-21.8%</u> | <u>16.0%</u> | <u>17.3%</u> |
| Selling, general & administrative | | | | | | |
| Express-1 | 1,852,000 | 1,859,000 | (7,000) | -0.4% | 20.8% | 14.1% |
| Concert Group Logisitcs | 687,000 | 746,000 | (59,000) | -7.9% | 7.1% | 7.1% |
| Bounce Logistics | 276,000 | 136,000 | 140,000 | 102.9% | 15.5% | 74.3% |
| Corporate | 428,000 | 409,000 | 19,000 | 4.6% | 2.1% | 1.7% |
| Total selling, general & administrative | <u>3,243,000</u> | <u>3,150,000</u> | <u>93,000</u> | <u>3.0%</u> | <u>16.2%</u> | <u>13.3%</u> |
| Operating income from continuing operations | | | | | | |
| Express-1 | 160,000 | 1,254,000 | (1,094,000) | -87.2% | 1.8% | 9.5% |
| Concert Group Logisitcs | 200,000 | 241,000 | (41,000) | -17.0% | 2.1% | 2.3% |
| Bounce Logistics | 41,000 | (126,000) | 167,000 | 132.5% | 2.3% | -68.9% |
| Corporate | (428,000) | (409,000) | (19,000) | -4.6% | -2.1% | -1.7% |
| Operating income (loss) from continuing operations | <u>(27,000)</u> | <u>960,000</u> | <u>(987,000)</u> | <u>-102.8%</u> | <u>-0.1%</u> | <u>4.0%</u> |
| Interest expense | 22,000 | 80,000 | (58,000) | -72.5% | 0.1% | 0.3% |
| Other (income) expense | (10,000) | 3,000 | (13,000) | -433.3% | 0.0% | 0.0% |
| Income (loss) from continuing operations before tax | <u>(39,000)</u> | <u>877,000</u> | <u>(916,000)</u> | <u>-104.4%</u> | <u>-0.2%</u> | <u>3.7%</u> |
| Tax provision (benefit) | (14,000) | 347,000 | (361,000) | -104.0% | -0.1% | 1.5% |
| Income (loss) from continuing operations | <u>(25,000)</u> | <u>530,000</u> | <u>(555,000)</u> | <u>-104.7%</u> | <u>-0.1%</u> | <u>2.2%</u> |
| Income from discontinued operations, net of tax | 30,000 | 113,000 | (83,000) | -73.5% | 0.1% | 0.5% |
| Net income | <u>\$ 5,000</u> | <u>\$ 643,000</u> | <u>\$ (638,000)</u> | <u>-99.2%</u> | <u>0.0%</u> | <u>2.7%</u> |