

Con-way Inc.
Form 11-K
June 19, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 11-K

☑ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year end December 31, 2013

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ___ to ___

Commission File Number: 1-05046

A. Full title of the plan and the address of the plan,if different from that of the issuer named below:

Con-way Retirement Savings Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Con-way Inc.
2211 Old Earhart Road, Suite 100
Ann Arbor, MI 48105

CON-WAY RETIREMENT SAVINGS PLAN

Financial Statements and Supplemental Schedule

December 31, 2013 and 2012

(With Report of Independent Registered Public Accounting Firm)

CON-WAY RETIREMENT SAVINGS PLAN

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Report of Independent Registered Public Accounting Firm

Con-way Inc. Administrative Committee

Con-way Retirement Savings Plan:

We have audited the accompanying statements of net assets available for benefits of Con-way Retirement Savings Plan as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the year ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2013, is presented for purposes of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/Kieckhafer Schiffer & Company LLP

Portland, Oregon

June 19, 2014

CON-WAY RETIREMENT SAVINGS PLAN
Statements of Net Assets Available for Benefits

	December 31, 2013	2012
Assets		
Investments, at fair value:		
Mutual funds	\$1,090,307,589	\$841,567,920
Common trust funds	315,287,572	280,683,309
Con-way common stock	201,229,198	178,357,182
Total investments	1,606,824,359	1,300,608,411
Net assets held in 401(h) account	42,751,496	44,508,273
Receivables:		
Participant contributions	—	413,610
Con-way contributions	11,132,374	11,492,851
Notes receivable from participants	97,462,973	91,341,210
Total receivables	108,595,347	103,247,671
Cash	43,334	318,325
Total assets	\$1,758,214,536	\$1,448,682,680
Liabilities		
Amounts related to obligation of 401(h) account	(42,751,496)	(44,508,273)
Net assets available for benefits	\$1,715,463,040	\$1,404,174,407

See accompanying notes to financial statements.

CON-WAY RETIREMENT SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits

	Year Ended December 31, 2013
Additions:	
Participant contributions	\$62,775,845
Con-way contributions	46,482,741
Rollover contributions	771,912
Net appreciation in fair value of investments	290,632,107
Dividend and interest income	28,148,241
Interest received on notes receivable from participants	3,886,672
Total additions	432,697,518
Deductions:	
Distributions to participants	(121,346,446)
Transfer to Con-way Personal Savings Plan	(38,989)
Administrative expenses	(23,450)
Total deductions	(121,408,885)
Net increase	311,288,633
Net assets available for benefits, beginning of year	1,404,174,407
Net assets available for benefits, end of year	\$ 1,715,463,040

See accompanying notes to financial statements.

CON-WAY RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2013 and 2012

1. Description of Plan

The following description of the Con-way Retirement Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Con-way Employee Benefits Plan Description or the Plan document for more complete information. The term "Con-way" or "Company" refers to Con-way Inc. and subsidiaries.

General

The Con-way sponsored Plan is a defined contribution plan with profit-sharing, salary deferral and employee stock ownership plan ("ESOP") features and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended. The Plan is intended to qualify under Section 401(a) of the Internal Revenue Code (the "Code"). The Plan also provides medical benefits for retired participants, as described below.

Overall responsibility for administering the Plan rests with the Con-way Inc. Administrative Committee (the "Committee"), which is appointed by the Chief Executive Officer of Con-way. The Plan's trustee, T. Rowe Price (the "Trustee"), is responsible for the control of the Plan's assets, which are held in individual participant investment accounts (collectively known as the "Trust").

Con-way has designated a portion of the ESOP feature of the Plan to be a money purchase pension plan and added medical benefits for retired participants, as described in Note 4, "Retiree Health Savings Account."

Eligibility

Effective January 1, 2010, Con-way amended the Plan to limit participation to those employees participating as of December 31, 2009. Effective January 1, 2012, the Plan was amended to exclude participation of Con-way employees residing in Puerto Rico.

Contributions

Participants may contribute up to 50% of their eligible compensation subject to certain limitations.

Con-way makes a 3% non-discretionary Basic Contribution to eligible employees. Con-way, at its discretion, may make an additional 1 - 2% Basic Contribution of eligible compensation to eligible employees based on years of employment. Additionally, the Company may make a discretionary Transition Contribution ranging from 1 - 3% of eligible compensation based on the employee's age and years of service on December 31, 2006. The Plan provides for a discretionary employer Matching Contribution equal to 50% of the first 6% of eligible compensation that participants contribute to the Plan. The Plan also provides for a discretionary employer Supplementary Contributions paid in proportion to eligible compensation. During 2013, Con-way made the additional discretionary Basic Contribution and Transition Contribution to the Plan. Con-way elected not to make a Matching or Supplementary Contribution during 2013.

The minimum funding requirements of the money purchase portion of the Plan have been met.

Participant Accounts

The Plan allows participants to select any one or more of the investment funds established under the Plan in which contributions can be invested.

A separate account is maintained for each participant of the Plan. Allocations of Con-way's contributions are based upon a percentage of participant contributions or compensation, as described above. Allocations of net Plan earnings are based upon participant account balances, as defined. Participants are only entitled to the vested benefits.

Vesting

Participants are fully vested at all times in the portion of their accounts attributable to their elective deferrals, rollover contributions, Basic Contributions and Transition Contributions. Con-way's Matching Contributions vest after two years of service with Con-way. If the employee is terminated prior to two years of service, the Matching Contributions are forfeited. Forfeited balances are used to reduce future Con-way contributions. At December 31, 2013 and 2012, forfeitures totaling approximately \$7,000 and \$27,000, respectively, were available to reduce future contributions. During 2013, forfeitures totaling approximately \$66,000 were used to reduce employer contributions.

Notes Receivable from Participants

The Plan has a loan provision allowing participants access to funds. Loans can be no less than \$1,000 and cannot exceed the lesser of \$50,000 or 50% of a participant's vested account balance (subject to administrative adjustment to assure compliance with the 50% limit). Loans can be made for a term not to exceed 4-1/2 years. Loans outstanding at December 31, 2013 bear interest at rates ranging from 4.25% to 10.50%. Principal and interest are paid ratably through payroll deductions.

Payments and Benefits

Participants can receive a total distribution from their accounts upon death or termination of employment. Disabled participants can receive a partial distribution of their accounts, provided they qualify for benefits under Con-way's long-term disability coverage. Other types of withdrawals are permitted by the Plan in limited situations. Participants can elect to have their accounts distributed in a single lump sum or in a series of substantially equal annual installments, as defined by the Plan. Distributions will be made in cash except participant accounts invested in Con-way common stock which can, at the direction of the participant, be paid in shares.

Plan Termination

Although Con-way has no current intention to terminate the Plan, it may do so at any time by resolution of the Board of Directors. In the event that the Plan is terminated, all balances will become 100% vested and the net assets of the Plan shall be distributed to participants in the amount credited to their accounts.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared using the accrual method of accounting.

Risks and Uncertainties

The Plan offers various investments that are generally exposed to various risks, such as interest-rate, credit and overall market-volatility risks. Investments are reported at fair value. Due to the risk associated with certain investment securities, it is reasonably possible that the value of investment securities will change and that such changes could materially affect amounts reported in the statements of net assets available for benefits.

Investment Valuation and Income Recognition

Investments are reported at fair value, which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3, "Fair-Value Measurements," for a discussion of fair-value measurements.

The annual change in market value, including realized gains and losses, is reported in net appreciation in fair value of investments in the accompanying statement of changes in net assets available for benefits.

Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Purchases and sales of securities are recorded on the trade-date basis.

Administrative Expenses

During 2013, administrative expenses of the Plan were paid by Con-way and by Plan participants. Participant payments of administrative expenses were collected in administrative fees through a reduction in certain funds' net asset value and paid directly to the Trustee. Certain funds also charge investment management fees in accordance with each fund's prospectus, through a reduction in the funds' net asset value.

Payment of Benefits

Benefits paid to participants are recorded upon distribution.

Estimates

Con-way makes estimates and assumptions when preparing the financial statements in conformity with U.S. generally accepted accounting principles. These estimates and assumptions affect the amounts reported in the accompanying financial statements and notes. Actual results could differ from those estimates.

Notes Receivable from Participants

Notes receivable from participants are carried at amortized cost plus accrued interest.

3. Fair-Value Measurements

Assets and liabilities reported at fair value are classified in one of the following three levels in the fair-value hierarchy:

Level 1 - Quoted market prices in active markets for identical assets or liabilities

Level 2 - Observable market-based inputs or unobservable inputs that are corroborated by market data

Level 3 - Unobservable inputs that are not corroborated by market data

The following table summarizes the valuation of Plan assets within the fair-value hierarchy:

	December 31, 2013			Total
	Level 1	Level 2	Level 3	
Mutual funds:				
Targeted retirement date	\$495,876,504	\$—	\$—	\$495,876,504
U.S. large company growth	277,199,181	—	—	277,199,181
U.S. large company value	119,767,834	—	—	119,767,834
Fixed income	66,815,377	—	—	66,815,377
International equity	66,535,405	—	—	66,535,405
U.S. small company growth	64,113,288	—	—	64,113,288
Total mutual funds	1,090,307,589	—	—	1,090,307,589
Common trust funds:				
Money market	—	180,526,431	—	180,526,431
Balanced	—	61,790,239	—	61,790,239
U.S. equity index	—	50,708,889	—	50,708,889
Fixed income	—	22,262,013	—	22,262,013
Total common trust funds	—	315,287,572	—	315,287,572
Con-way common stock	201,229,198	—	—	201,229,198
Total assets at fair value	\$1,291,536,787	\$315,287,572	\$—	\$1,606,824,359
	December 31, 2012			Total
	Level 1	Level 2	Level 3	
Mutual funds:				
Targeted retirement date	\$369,279,070	\$—	\$—	\$369,279,070
U.S. large company growth	206,164,542	—	—	206,164,542
U.S. large company value	94,460,969	—	—	94,460,969
Fixed income	74,748,967	—	—	74,748,967
International equity	51,797,283	—	—	51,797,283
U.S. small company growth	45,117,089	—	—	45,117,089
Total mutual funds	841,567,920	—	—	841,567,920
Common trust funds:				
Money market	—	162,897,164	—	162,897,164
Balanced	—	53,842,626	—	53,842,626
U.S. equity index	—	37,812,413	—	37,812,413
Fixed income	—	26,131,106	—	26,131,106
Total common trust funds	—	280,683,309	—	280,683,309
Con-way common stock	178,357,182	—	—	178,357,182
Total assets at fair value	\$1,019,925,102	\$280,683,309	\$—	\$1,300,608,411

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual funds and Con-way common stock - valued at the daily closing price reported on the active market on which the individual securities are traded.

Common trust funds - valued at the fair value of the underlying investments determined by and reported at the net asset value ("NAV") of units held by the Plan at year end. The common trust funds are considered Level 2 investments as the underlying securities are publicly traded.

The following table provides information regarding redemption of investments where the NAV has been used as a practical expedient to measure fair value at December 31:

	Fair Value		Redemption Frequency	Redemption Notice Period
	2013	2012		
Common trust funds	\$315,287,572	\$280,683,309	Daily	1 - 2 days

The common trust funds include investments that are operated by a trust company that manages a pooled group of trust accounts. Common trust funds combine the assets of various institutional investors to create a larger, well-diversified portfolio. Each investor owns a participating interest that is calculated in units and represents a portion of the holdings of the fund.

The investments in common trust funds can generally be redeemed without restriction; however, in certain cases, redemption or purchase may be limited to prevent excess and/or short-term trading. There are no unfunded commitments related to the common trust funds.

4. Retiree Health Savings Account

The Plan includes a medical benefit that funds a portion of the postretirement obligation for retirees and their beneficiaries in accordance with Section 401(h) of the Code. A separate account has been established and maintained in the Plan for the net assets related to the medical benefit (the 401(h) account). In accordance with Code Section 401(h), the Plan's investments in the 401(h) account may not be used for, or diverted to, any other purpose other than providing health benefits for retirees and their beneficiaries. Plan participants do not contribute to the 401(h) account and do not direct the investment choices. Employer contributions to the 401(h) account are determined annually at the discretion of Con-way and are subject to certain limitations as defined by the Code.

Upon reaching age 45, completing five or more years of service and completing 1,000 or more paid hours of service in the Plan year, each noncontractual employee is eligible for a retiree medical allocation with respect to that Plan year. Retiree medical allocations for each 401(h) Plan participant are equal, except for allocations to participants retiring in the current plan year, for whom the allocation will be a pro-rata portion of the amount allocated to other participants based on the number of quarters employed in the year of retirement. Benefits to individual participants are limited to the total accumulated retiree medical allocation, plus interest credited quarterly and based on the five-year Treasury Constant Maturity rate as published by the Federal Reserve Board. In order to access their benefit balance during retirement, a participant must be at least age 55 with at least 10 years of service at retirement, or be at least age 65 at retirement. Any remaining unclaimed benefit will be forfeited to the Plan upon a participant's death or termination of employment prior to retirement eligibility.

The fair value of the Plan assets held in the 401(h) account at December 31, 2013 and 2012, was \$42,751,496 and \$44,508,273, respectively. There were no contributions made to the 401(h) account for the year ended December 31, 2013. The 401(h) account is an investment in the PIMCO Total Return Fund which is classified as Level 1 within the fair value hierarchy.

5. Investments

The following investments represent 5% or more of the Plan's net assets:

	December 31, 2013	2012
Mutual funds:		
T. Rowe Price Growth Stock Fund, 3,333,571 and 3,496,428 shares, respectively	\$ 175,245,841	\$ 132,095,062
T. Rowe Price Equity Income Fund, 3,647,011 and 3,571,303 shares, respectively	119,767,834	94,460,969
T. Rowe Price Retirement 2020 Fund, 5,382,632 and 4,591,659 shares, respectively	109,751,874	82,098,868
T. Rowe Price Science and Technology Fund, 2,607,502 and 2,722,142 shares, respectively	101,953,340	74,069,480
T. Rowe Price Retirement 2025 Fund, 6,278,375 and 5,236,576 shares, respectively	96,561,405	68,703,881
**		
T. Rowe Price Retirement 2030 Fund, 3,896,701 and 3,315,878 shares, respectively	88,065,440	62,736,405
**		
PIMCO Total Return Fund, 6,520,269 and 6,650,264 shares, respectively *	66,815,377	74,748,967
Common trust funds:		
T. Rowe Price U.S. Treasury Money Market Trust, 180,526,431 and 162,897,164 shares, respectively	180,526,431	162,897,164
Con-way Common Stock, 5,067,466 and 6,411,110 shares, respectively	201,229,198	178,357,182

* Investment does not represent 5% or more of the Plan's net assets for 2013.

** Investment does not represent 5% or more of the Plan's net assets for 2012.

During 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Mutual funds	196,668,036
Common trust funds	20,416,140
Con-way common stock	73,547,931
	\$ 290,632,107

6. Income Tax Status

The Internal Revenue Service ("IRS") has determined and informed Con-way by a letter dated August 20, 2003 that the Plan and related trust are designed in accordance with applicable sections of the Code. The Plan has been amended since receiving the determination letter. However, Con-way believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code. Therefore, Con-way believes that the Plan was qualified and the related trust was tax exempt as of the financial statement date. In 2009, the Plan applied for a new determination letter in accordance with IRS requirements. Con-way and its outside legal counsel are currently working to provide additional information requested by the IRS with respect to the Plan's application.

7. Related-Party Transactions

Certain Plan investments are mutual funds and common trust funds managed by T. Rowe Price, the Plan trustee, as defined. Therefore, these investments and investment transactions qualify as party-in-interest transactions. The Plan offers Con-way common stock as an investment option for participants. Con-way Inc. is the Plan sponsor as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

8. Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits:

	December 31,	
	2013	2012
Net assets available for benefits – financial statements	\$1,715,463,040	\$1,404,174,407
Net assets held in 401(h) account included as assets in Form 5500	42,751,496	44,508,273
Net assets available for benefits – Form 5500	\$1,758,214,536	\$1,448,682,680

The assets in the 401(h) account included in Form 5500 are not available to pay 401(k) benefits and can be used only to pay retiree health benefits. The following are reconciliations of certain changes in net assets available for benefits:

For the Year Ended December 31, 2013

	Financial statements	Retiree health savings account (401(h) account)	Form 5500
Net appreciation in fair value of investments	\$290,632,107	\$(2,184,113)	\$288,447,994
Distributions to participants	(121,346,446)	(909,999)	(122,256,445)
Dividend and interest income	28,148,241	1,337,335	29,485,576

CON-WAY RETIREMENT SAVINGS PLAN

EIN 94-1444798

Plan No. 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
Mutual funds:			
* T. Rowe Price	Growth Stock Fund (3,333,571 shares)	\$ 128,479,626	\$ 175,245,841
* T. Rowe Price	Equity Income Fund (3,647,011 shares)	99,140,442	119,767,834
* T. Rowe Price	Science and Technology Fund (2,607,502 shares)	73,047,094	101,953,340
Dodge & Cox	International Stock Fund (1,545,897 shares)	54,892,599	66,535,405
PIMCO	Total Return Fund (6,520,269 shares)	69,801,395	66,815,377
* T. Rowe Price	Small-Cap Stock Fund (1,438,808 shares)	51,427,250	64,113,288
* T. Rowe Price	Retirement Income Fund (388,220 shares)	5,509,076	5,737,894
* T. Rowe Price	Retirement 2005 Fund (305,074 shares)	3,758,191	3,941,554
* T. Rowe Price	Retirement 2010 Fund (688,820 shares)	11,502,256	12,274,769
* T. Rowe Price	Retirement 2015 Fund (3,564,980 shares)	46,743,926	51,050,512
* T. Rowe Price	Retirement 2020 Fund (5,382,632 shares)	98,312,901	109,751,874
* T. Rowe Price	Retirement 2025 Fund (6,278,375 shares)	84,551,593	96,561,405
* T. Rowe Price	Retirement 2030 Fund (3,896,701 shares)	76,019,488	88,065,440
* T. Rowe Price	Retirement 2035 Fund (3,017,818 shares)	41,778,492	49,130,083
* T. Rowe Price	Retirement 2040 Fund (1,727,073 shares)	34,220,389	40,430,769
* T. Rowe Price	Retirement 2045 Fund (1,606,545 shares)	21,170,266	25,078,173
* T. Rowe Price	Retirement 2050 Fund (781,041 shares)	8,680,434	10,200,395
* T. Rowe Price	Retirement 2055 Fund (282,570 shares)	3,151,274	3,653,636
Common trust funds:			
* T. Rowe Price	Equity Index Trust Class C (2,450,889 shares)	39,477,681	50,708,889
* T. Rowe Price	Bond Index Trust (674,606 shares)	22,707,145	22,262,013
* T. Rowe Price	U.S. Treasury Money Market Trust (180,526,431 shares)	180,526,431	180,526,431
* T. Rowe Price	Retirement Strategy Trust - Balanced (1,465,613 shares)	53,756,191	61,790,239
Common stock:			
* Con-way Inc.	Con-way Common Stock (5,067,466 shares)	148,587,400	201,229,198
Participant loans:			
* Notes Receivable from Participants	Participant loans with interest from 4.25% to 10.50% and maturity dates through 2018	—	97,462,973
			1,704,287,332
Investments held in 401(h) account:			
PIMCO	Total Return Fund (3,999,205 shares)	44,913,969	42,751,496
			\$ 1,747,038,828

* Represents a party-in-interest as of December 31, 2013.

Note: Cost is calculated using the current value rolling-average cost method.

See accompanying report of independent registered public accounting firm.

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Con-way Retirement Savings Plan
(Name of Plan)

June 19, 2014

/s/ Michael J. Morris
Michael J. Morris
Chairman, Con-way Inc. Administrative Committee

EXHIBIT INDEX

Exhibit Number	Exhibit
23.1	Consent of Independent Registered Public Accounting Firm

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