

TRAVELCENTERS OF AMERICA LLC

Form 8-K

June 20, 2016

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 17, 2016**

TRAVELCENTERS OF AMERICA LLC

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-33274

(Commission File Number)

20-5701514

(IRS Employer Identification No.)

24601 Center Ridge Road, Westlake, Ohio

(Address of Principal Executive Offices)

44145

(Zip Code)

440-808-9100

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(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))
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Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On June 20, 2016, TravelCenters of America LLC, or the Company, provided written notice to the New York Stock Exchange, or the NYSE, that the Company expects to voluntarily delist its shares representing common limited liability company interests in the Company, no par value, or the Common Shares, its 8.25% Senior Notes due 2028, or the 2028 Notes, its 8.00% Senior Notes due 2029, or the 2029 Notes, and its 8.00% Senior Notes due 2030, or the 2030 Notes, and, together with the 2028 Notes and the 2029 Notes, the Notes, from the NYSE effective at the close of trading on June 30, 2016. The Common Shares and the Notes have been authorized for listing on The NASDAQ Stock Market LLC, or the NASDAQ, and are expected to begin trading on the NASDAQ at the commencement of trading on July 1, 2016. The Common Shares will continue to trade under the symbol TA , the 2028 Notes will trade under the symbol TANNI (NYSE: TANN), the 2029 Notes will trade under the symbol TANNL (NYSE: TANO) and the 2030 Notes will trade under the symbol TANNZ (NYSE: TANP).

The Company's Board of Directors approved the delisting of the Common Shares and the Notes from the NYSE and the listing and trading of the Common Shares and the Notes on the NASDAQ on June 17, 2016.

WARNING CONCERNING FORWARD LOOKING STATEMENTS

THIS CURRENT REPORT ON FORM 8-K CONTAINS STATEMENTS WHICH CONSTITUTE FORWARD LOOKING STATEMENTS WITHIN THE MEANING OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995 AND OTHER SECURITIES LAWS. THESE FORWARD LOOKING STATEMENTS ARE BASED UPON THE COMPANY'S PRESENT INTENT, BELIEFS OR EXPECTATIONS, BUT FORWARD LOOKING STATEMENTS ARE NOT GUARANTEED TO OCCUR AND MAY NOT OCCUR FOR VARIOUS REASONS, INCLUDING SOME REASONS WHICH ARE BEYOND THE COMPANY'S CONTROL. FOR EXAMPLE, THIS REPORT STATES THAT THE COMMON SHARES AND THE NOTES ARE EXPECTED TO BEGIN TRADING ON THE NASDAQ ON JULY 1, 2016; HOWEVER, THE COMMENCEMENT OF TRADING OF THE COMMON SHARES AND/OR THE NOTES MAY BE DELAYED OR MAY NOT OCCUR.

YOU SHOULD NOT PLACE UNDUE RELIANCE UPON THE COMPANY'S FORWARD LOOKING STATEMENTS.

EXCEPT AS REQUIRED BY LAW, THE COMPANY DOES NOT INTEND TO UPDATE OR CHANGE ANY FORWARD LOOKING STATEMENTS AS A RESULT OF NEW INFORMATION, FUTURE EVENTS OR OTHERWISE.

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 hereunto duly authorized.

TRAVELCENTERS OF AMERICA LLC

By:	/s/ Andrew J. Rebholz
Name:	Andrew J. Rebholz
Title:	Executive Vice President, Chief Financial Officer and Treasurer

Dated: June 20, 2016