

Echo Global Logistics, Inc.
Form 424B5
May 01, 2015

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**Filed Pursuant to Rule 424(b)(5)
Registration No. 333-202317**

**PROSPECTUS SUPPLEMENT
(To Prospectus dated April 14, 2015)**

Echo Global Logistics, Inc.
\$200,000,000
2.50% CONVERTIBLE SENIOR NOTES DUE 2020
Interest payable on May 1 and November 1

We are offering \$200,000,000 principal amount of our 2.50% Convertible Senior Notes due 2020. The notes will bear interest at a rate of 2.50% per year, payable semiannually in arrears on May 1 and November 1 of each year, beginning on November 1, 2015. The notes will mature on May 1, 2020.

Holders may convert their notes at their option at any time prior to the close of business on the business day immediately preceding January 1, 2020 only under the following circumstances: (1) during any calendar quarter commencing after the calendar quarter ending on June 30, 2015 (and only during such calendar quarter), if the last reported sale price of the common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; (2) during the five business day period after any five consecutive trading day period (the "measurement period") in which the trading price (as defined below) per \$1,000 principal amount of notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of our common stock and the conversion rate on each such trading day; (3) if we call the notes for redemption, at any time prior to the close of business on the business day immediately preceding the redemption date; or (4) upon the occurrence of specified corporate events. On or after January 1, 2020 until the close of business on the business day immediately preceding the maturity date, holders may convert their notes at any time, regardless of the foregoing circumstances. Upon conversion, we will pay or deliver, as the case may be, cash, shares of our common stock or a combination of cash and shares of our common stock, at our election, as described in this prospectus supplement.

The conversion rate will initially be 25.5428 shares of common stock per \$1,000 principal amount of notes (equivalent to an initial conversion price of approximately \$39.15 per share of common stock). The conversion rate will be subject to adjustment in some events but will not be adjusted for any accrued and unpaid interest. In addition, following certain corporate events that occur prior to the maturity date, we will increase the conversion rate for a holder who elects to convert its notes in connection with such a corporate event in certain circumstances.

If the purchase and sale agreement relating to our pending acquisition of Command Transportation, LLC terminates (other than by consummation of the Command Acquisition (as defined herein)), we may redeem all, but not less than all, of the outstanding notes for cash on a redemption date to occur on or prior to November 3, 2015. The redemption price for each \$1,000 principal amount of notes to be redeemed will be equal to the sum of (i) \$1,010, (ii) accrued and unpaid interest on such notes to, but excluding, the redemption date and (iii) 80% of the excess, if any, of the redemption conversion value (as defined herein) over the initial conversion value (as defined herein). Following November 3, 2015, we may not redeem the notes. No sinking fund is provided for the notes.

If we undergo a fundamental change, holders may require us to repurchase for cash all or any portion of their notes at a fundamental change repurchase price equal to 100% of the principal amount of the notes to be repurchased, plus accrued and unpaid interest to, but excluding, the fundamental change repurchase date.

Concurrently with this offering of notes, we are offering, pursuant to a separate prospectus supplement, 5,000,000 shares of our common stock, or a total of 5,750,000 shares of our common stock if the underwriters for the concurrent common stock offering exercise in full their option to purchase additional shares of

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common stock. We cannot assure you that the concurrent common stock offering will be completed or, if completed, on what terms it will be completed. The offering of notes hereby is not contingent upon the consummation of the concurrent common stock offering, and the concurrent common stock offering is not contingent on the consummation of the offering of notes hereby.

The notes will be our senior unsecured obligations and will rank senior in right of payment to any of our indebtedness that is expressly subordinated in right of payment to the notes; equal in right of payment to any of our unsecured indebtedness that is not so subordinated; effectively junior in right of payment to any of our secured indebtedness to the extent of the value of the assets securing such indebtedness; and structurally junior to all indebtedness and other liabilities (including trade payables) of our subsidiaries.

We do not intend to apply to list the notes on any securities exchange or any automated dealer quotation system. Our common stock is listed on The NASDAQ Global Select Market under the symbol "ECHO." The last reported sale price of our common stock on The NASDAQ Global Select Market on April 29, 2015 was \$29.64 per share.

Investing in the notes involves a high degree of risk. See "Risk Factors" beginning on page S-25 of this prospectus supplement.

	Per Note	Total
Public offering price(1)	\$1,000.00	\$200,000,000
Underwriting discounts and commissions	\$30.00	\$6,000,000
Proceeds, before expenses, to us	\$970.00	\$194,000,000

(1) Plus accrued interest, if any, from May 5, 2015.

We have granted the underwriters the right to purchase, exercisable within a 30-day period, up to an additional \$30,000,000 principal amount of notes, solely to cover over-allotments.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the notes or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

We expect that delivery of the notes will be made to investors in book-entry form through The Depository Trust Company on or about May 5, 2015.

Joint Book-Running Managers

Morgan Stanley

Credit Suisse

Co-Manager

PNC Capital Markets LLC

April 29, 2015

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You should read this document together with additional information described in this prospectus supplement under the heading "Where You Can Find More Information." We have not authorized anyone to provide any information other than that contained or incorporated by reference in this prospectus or in any free writing prospectus prepared by or on behalf of us or to which we have referred you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference is accurate only as of their respective dates. Our business, financial condition, results of operations, and prospects may have changed since those dates.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is comprised of two parts. The first part is the prospectus supplement, which describes the specific terms of this offering and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference. The second part is the accompanying prospectus, which gives more general information, some of which does not apply to this offering. Generally, when we refer to the prospectus, we are referring to both parts of this document combined. To the extent there is a conflict between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus, on the other hand, the information in this prospectus supplement shall control.

References in this prospectus supplement and the accompanying prospectus to the terms "Company," "we," "us," "our," or similar terms and "Echo" refer to Echo Global Logistics, Inc., together with its consolidated subsidiaries prior to the proposed acquisition of Command Transportation, LLC (as described below), unless we state otherwise or the context indicates otherwise. Unless we state otherwise or the context indicates otherwise, the terms "Command" or "Command Transportation" refer to Command Transportation, LLC, together with its consolidated subsidiary. The term "Command Acquisition" refers to the purchase by Echo of 100% of the outstanding membership units of Command Transportation, LLC.

This document may only be used where it is legal to sell the notes. Certain jurisdictions may restrict the distribution of this document and the offering of the notes. We require persons receiving this document to inform themselves about and to observe any such restrictions. We have not taken any action that would permit an offering of the notes or the distribution of these documents in any jurisdiction that requires such action.

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CAUTIONARY STATEMENT ON FORWARD-LOOKING STATEMENTS

Certain statements and information in this prospectus supplement and the documents we incorporate by reference may constitute "forward-looking statements." These statements may be identified by the use of forward-looking terminology such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "might," "plan," "potential," "predict," "should," or the negative thereof or other variations thereon or comparable terminology. All statements contained or incorporated in this prospectus supplement which address operating performance, events or developments that we expect or anticipate may occur in the future, including statements related to statements about our expectations, beliefs, plans, objectives, assumptions or future events or performance, are forward-looking statements. Important factors, risks and uncertainties that may cause actual results to differ from those expressed in our forward-looking statements include, but are not limited to:

the proposed Command Acquisition and our ability to achieve fully the strategic and financial objectives related to the proposed Command Acquisition, including its impact on our financial condition and results of operations;

poor performance on the part of our carriers;

increases in carrier prices;

industry competition;

defects or errors in our proprietary software;

inability to protect our intellectual property;

the length of our selling and implementation cycles;

the ability of our clients to discontinue use of our services on short notice with limited or no penalties;

failure to identify and integrate acquisitions;

increases in the cost of fuel;

a decrease in levels of excess capacity in the transportation services industry;

a decrease in the number of carriers participating in our network;

extension of credit to certain clients as part of our business model;

claims arising from our transportation operations;

seasonal sales fluctuations;

failure to comply with government regulations;

failure to staff and retain sales representatives and agents; and

other risks and uncertainties, including those described under "Risk Factors" in this prospectus supplement and in our Annual Report on Form 10-K for the year ended December 31, 2014 incorporated herein by reference.

Given these risks and uncertainties, we caution you not to place undue reliance on these forward-looking statements. The forward-looking statements included in this prospectus are made only as of the date hereof. We do not undertake and specifically decline any obligation to update any of these statements or to publicly announce the results of any revisions to any of these statements to reflect future events or developments.

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PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus supplement and the accompanying prospectus and does not contain all of the information that you should consider before investing in the notes. You should read this entire prospectus supplement and the accompanying prospectus carefully, including the section entitled "Risk Factors," and the documents incorporated by reference herein and therein, including the financial statements and related notes of Echo and Command.

Our Company

Echo Global Logistics is a leading provider of technology-enabled transportation and supply chain management solutions. We utilize a proprietary technology platform to compile and analyze data from our multi-modal network of transportation providers to satisfy the transportation and logistics needs of our clients. This model enables us to quickly adapt to and offer efficient and cost-effective solutions for our clients' shipping needs. We focus primarily on arranging transportation by truckload ("TL") and less than truckload ("LTL") carriers. We also offer intermodal (which involves moving a shipment by rail and truck), small parcel, domestic air, expedited and international transportation services. Our core logistics services include rate negotiation, shipment execution and tracking, carrier management, routing compliance and performance management reporting.

The success of our model and its ability to deliver a competitive value proposition to the small and middle-market shipper has been the main driver behind our historical growth and we believe will serve as the basis for our continued expansion. Our market share has grown rapidly within this market segment in recent years, primarily through organic growth with the addition of new customers, the expansion of relationships with existing customers, the addition of new services, the development of a training program that enables better client service and the hiring of additional salespeople. We also have supplemented our organic growth through selective acquisitions.

Our Clients

We procure transportation and provide logistics services for clients across a wide range of industries, such as manufacturing, construction, consumer products and retail. Our clients fall into two categories: Transactional and Managed Transportation.

Transactional Clients

We service Transactional clients on a shipment-by-shipment basis. Pricing is often quoted according to pre-existing price agreements maintained with our LTL carriers, or pricing procured in the spot market for TL carriers. It is the objective of our sales representatives to expand client relationships by increasing the shipper's percentage of total freight spend directed to Echo. Transactional clients benefit from their access to our advanced technology, service quality and competitive pricing.

Our revenue from Transactional clients has continued to increase annually, totaling \$526.8 million in 2012, \$616.6 million in 2013 and \$871.3 million in 2014. Revenue from Transactional clients as a percentage of total revenue was 70% in each of 2012 and 2013 and 74% in 2014.

Managed Transportation Clients

We typically enter into multi-year contracts with our Managed Transportation clients, generally with terms of one to three years, to satisfy some, or substantially all, of their transportation management needs. Each Managed Transportation client is assigned one or more dedicated account executives. In limited instances, a Managed Transportation client will request that its account executives work on-site at the client's location.

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Dedicated account executives, together with account management and technology staff, form our Solutions and Integration team that initiates the on-boarding process for each new Managed Transportation client. This team reviews the client's existing business processes, develops a preliminary freight management plan and targets a percentage cost savings achievable for the client over the life of the contract. The team then develops an integration plan that links the client's back office processes to our proprietary technology platform.

The Managed Transportation relationship is initially predicated on a high level of personalized service, cost savings, and the improved efficiency, transparency and reporting achieved through reliance on our systems. Each client's dedicated account team seeks to become more knowledgeable about the client's supply chain operations through an ongoing series of quarterly business reviews. Through this process, additional opportunities for efficiency gains, operating improvements and cost savings are identified and recommended by account managers who generally have significant industry experience.

Managed Transportation contracts often are on an exclusive basis for a certain transportation mode or point of origin and may apply to one or many modes used by the client. These contractual exclusivity provisions help ensure, but do not guarantee, that we receive a significant portion of a Managed Transportation client's transportation spend. In our experience, compliance with such provisions varies from client to client and over time. We work with our Managed Transportation clients and expect them to maintain and improve compliance with any applicable exclusivity provisions.

We also provide small parcel consulting services to a limited number of our Managed Transportation clients. Under these arrangements, we review the client's small parcel shipping contracts and shipment data analyzing their volumes, distribution, rates and savings opportunities, prepare negotiation strategies and directly or indirectly participate in negotiations with carriers to improve the client's rates, charges, services and commitments.

Echo had 260 Managed Transportation client relationships at December 31, 2014. Our revenue from all Managed Transportation clients has continued to increase annually, totaling \$230.9 million in 2012, \$267.6 million in 2013 and \$302.1 million in 2014. Revenue from Managed Transportation clients as a percentage of total revenue was 30% in each of 2012 and 2013 and 26% in 2014.

Our Proprietary Technology

Our proprietary technology platform ("Optimizer") is fundamental to our operating system and solutions offering. We run our business on a technology platform engineered and built from the ground up and believe its proprietary nature differentiates us from our competition in a number of critical ways. All parties to each transaction (clients, carriers and Echo employees) are unified on a single platform through access portals customized to each party's needs. We believe such integration yields critical synergies throughout our organization as well as with our clients and our carriers. Equally important, internal integration ensures speed and accuracy of data capture, information exchange, shipment execution and back-end reporting capabilities.

We believe our web-based suite of applications connects clients with every function required to run an efficient transportation and logistics program. Transportation solutions developed for Managed Transportation clients often involve back-end systems integration, and both the solution and the specific integration requirements vary by client. Optimizer affords us the flexibility to support the supply chain needs of each client, regardless of specifications of the client's own system.

When communicating their transportation needs to us, clients have the flexibility to do so electronically through our web portal ("EchoTrak"), by other computer protocols or by phone. Our system generates price and carrier options for our clients based on either rates pre-negotiated with preferred carriers or historical price and capacity data stored in our system. If a client enters its own shipment, EchoTrak automatically alerts the appropriate account executive. Once the carrier is selected,

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the client's account executive uses our system to manage all aspects of the shipping process through the life cycle of the shipment. Our clients use Optimizer's "track and trace" tools to monitor shipment status through EchoTrak.

As our business has grown, our technology platform has continued to evolve in order to incorporate new multi-modal capabilities. We believe the agility of Optimizer is essential to keep pace with the changing needs of our business and offers us a critical advantage in the competitive transportation marketplace. Each mode involves different vendors exchanging unique order and price data that must be shared with multiple parties to any given transaction. Our technology engineers build mode-specific requirements into our system that support our ability to sell and service that mode on an enterprise-wide basis. In 2014, 2013 and 2012, we spent approximately \$9.6 million, \$8.4 million and \$7.1 million, respectively, on the development of Optimizer and related technologies.

We rely primarily on a combination of copyright, trademark and trade secret laws, license agreements and other contractual provisions to protect our intellectual property rights and other proprietary rights. Some of our intellectual property rights relate to proprietary business process enhancements. It is our practice to enter into confidentiality and invention assignment agreements with all of our employees and independent contractors. Such agreements include a confidentiality undertaking by the employee or independent contractor; ensure that all new intellectual property developed in the course of our relationship with employees or independent contractors is assigned to us; and require the employee or independent contractor to cooperate with us to protect our intellectual property during and after his or her relationship with us.

Our Transportation Solutions

We satisfy the market demand for freight transportation solutions by delivering a competitive value proposition that combines advanced technology, excellent client service, competitive pricing and highly customized transportation solutions to businesses seeking external transportation management expertise. As a non-asset-based provider of technology enabled transportation and logistics services, our solutions offerings take many forms, including multi-modal transportation brokerage and logistics services.

Mode-Specific Offerings

For clients managing their freight on a transactional basis, Echo offers a wide array of shipping options from which to choose:

Truckload. We provide TL service across all TL segments, including dry van, temperature-controlled and flatbed trucks. Our LaneIQ technology uses our predictive pricing algorithms, industry relationships and historical lane-specific price and capacity data to quickly satisfy our clients' TL needs

Less than Truckload. We maintain relationships with, and utilize the vast majority of, LTL carriers in the market. Using our innovative RateIQ 2.0 technology, we obtain real-time price and transit time information for every LTL shipment we broker.

Small Parcel. We provide small parcel services for packages of all sizes. Using our EchoPak technology, we often are able to deliver cost saving opportunities to those clients with significant small parcel freight spend.

Intermodal. Intermodal transportation is the shipping of freight by multiple modes. We offer intermodal transportation services for our clients that utilize a combination of truck and rail. Our dedicated intermodal team can select the combination of truck and rail service that best satisfies each client's individual price and shipment criteria.

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Domestic Air and Expedited Services. We provide domestic air and expedited shipment services for our clients whose delivery requirements cannot be satisfied by traditional over the road service.

International. For clients seeking the ease of a comprehensive international delivery option, we provide air and ocean transportation services. Dedicated account teams are able to consolidate shipments, coordinate routing, prearrange custom clearance and organize local pick-up and delivery, all in an effort to minimize the time and economic burdens associated with international shipping.

Logistics Services Offering

Many clients prefer a comprehensive and customized freight management solution that maximizes system wide efficiencies as well as cost savings. In these instances, the shippers outsource their freight management needs to us. For these shippers, often part of our Managed Transportation group, we develop a plan involving a wide range of multi-modal freight brokerage services that often includes the redesign and re-engineering of distribution networks that connect a client to its suppliers and customers.

Transportation management and logistics services that we provide to such clients can include:

Rate negotiation;

Procurement of transportation, both contractually and in the spot market;

Shipment execution and tracking;

Carrier management, selection, reporting and compliance;

Executive dashboard presentations and detailed shipment reports;

Freight bill audit and payment;

Claims processing and service refund management;

Design and management of inbound client freight programs;

Individually configured web portals and self-service data warehouses;

Enterprise resource planning integration with transactional shipment data;

Integration of shipping applications into client e-commerce sites; and

Back end reports customized to the internal reporting needs of the business.

Recent Developments

Proposed Acquisition of Command Transportation, LLC

On April 20, 2015, Echo entered into that certain Unit Purchase Agreement by and among Echo, Command, the members of Command (collectively, the "Sellers"), Paul Loeb, as sellers' representative (the "Sellers' Representative"), and Paul Loeb, in his individual capacity (the "Purchase Agreement"). Upon the terms and subject to the conditions set forth in the Purchase Agreement, Echo will acquire all of the outstanding membership units of Command from the Sellers (the "Command Acquisition"), resulting in Command becoming a wholly-owned subsidiary of Echo.

The purchase price for the Command Acquisition is approximately \$420 million, subject to post-closing adjustments for working capital and cash. \$15 million of the purchase price will be paid in the form of Echo common stock issued to the Sellers and \$10 million will be paid in the form of Echo restricted common stock to be issued to certain employees of Command. The number of shares of

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Echo common stock and restricted common stock to be issued in the aggregate in connection with the Command Acquisition will be determined by dividing \$25 million by the volume weighted average price of Echo's common stock on the NASDAQ Select Global Market for the twenty trading days ending on the third day prior to the closing. The Echo common stock will be issued pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended (the "Securities Act"), at the closing.

The Purchase Agreement contains customary representations and warranties, covenants and agreements. In addition, Echo and the Sellers have agreed to indemnify each other for certain losses, and \$25.2 million of the purchase price will be held in escrow to secure the Sellers' indemnification obligations under the Purchase Agreement.

The Command Acquisition is expected to close in the second quarter of 2015, subject to satisfaction of customary closing conditions, including the expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976. Echo's obligation to consummate the Command Acquisition is not subject to any condition related to the availability of financing.

The Purchase Agreement contains customary termination rights for Echo and the Sellers' Representative. Upon termination of the Purchase Agreement under certain specified circumstances, Echo may be required to pay the Sellers' Representative a termination fee of \$25.2 million. The Purchase Agreement is subject to termination if the transaction is not completed before July 20, 2015. See "The Command Acquisition."

We cannot assure you that we will complete the Command Acquisition on the terms described in this prospectus supplement or at all. The completion of this offering is not contingent upon the completion of the Command Acquisition, and the completion of the Command Acquisition is not contingent upon the successful completion of this offering of our notes or the concurrent offering of common stock. Investors in our common stock should not place undue reliance on the pro forma and as adjusted financial data included in this prospectus supplement because this offering is not contingent upon any of the transactions reflected in the adjustments included in such information.

The foregoing summary describes material provisions of the Purchase Agreement and is subject to, and qualified in its entirety by reference to, the Purchase Agreement, a copy of which is included as an exhibit to our Current Report on Form 8-K filed with the SEC on April 21, 2015, which is incorporated by reference into this prospectus supplement. See "The Command Acquisition" beginning on page S-36 of this prospectus supplement for additional information.

Command's Business and Rationale for the Command Acquisition

Command is one of the largest privately held TL brokers and non-asset based transportation providers in the United States. Command is headquartered in Skokie, Illinois with satellite locations in St. Louis, Missouri; Kansas City, Kansas; and Houston, Texas. For the year ended December 31, 2014, Command generated net sales of \$561 million and Adjusted EBITDA of \$37 million. Adjusted EBITDA is a non-GAAP financial measure. See "Summary Historical Consolidated Financial Data of Command Transportation, LLC" for a definition of Adjusted EBITDA and a reconciliation to net income, the most comparable measure under generally accepted accounting principles ("GAAP").

Echo believes that, by bringing together Echo and Command, the Command Acquisition will create a leading provider of technology-enabled transportation and supply chain management solutions with enhanced scale in the TL market. In 2014, Echo and Command had pro forma revenue of \$1,734 million. In addition, upon completion of the Command Acquisition, the combined company will have over 1,680 sales representatives in 34 offices across the United States and an expansive nationwide carrier network of TL carriers and will be able to offer greater capacity and a broader network to both Transactional and Managed Transportation clients, as well as a broader suite of services for both companies' existing clients.

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Critical Scale Enhances Leading Market Position: Command brings to Echo increased TL network density with a highly complementary TL network. Command's significant relationships and capabilities in TL will allow the combined company to offer greater capacity and a broader network to both Transactional and Managed Transportation clients. While both companies provide TL services nationally, Command's network is more focused in the Eastern and Southeastern regions of the United States and Echo's network is more focused west of the Mississippi River. The complementary nature of each company's network will create greater national coverage which will benefit the clients of the combined business. Echo and Command have limited customer overlap.

Experienced Workforce and Aligned Management: The Command Acquisition brings together two of the strongest leadership teams in the industry, with more than 150 years of combined experience and a commitment to driving deep client and carrier relationships. The combined company will have a best-in-class sales force with common goals focused on customer service and maintaining high standards. Importantly, the strategic nature of the transaction is expected to provide new opportunities for growth and career advancement for employees of the combined company.

Technology Leadership: The transaction will combine industry-leading proprietary technology platforms that include Echo's breadth and multimodal capabilities with Command's customized and proprietary TL platforms and expertise. Echo will integrate some of Command's technology into its platform, and Command will migrate to the Echo platform over time.

Seamless Integration: Echo and Command share a young, energetic and collegial atmosphere and a strong customer and carrier-centric culture. Echo and Command expect that their common cultures, similar processes and business models, and headquarters in Chicago will allow for a seamless integration. Further, the Echo management team has significant experience successfully integrating acquisitions.

Accretive Financially: Following the completion of the transaction, Echo expects to have a strong financial profile with a solid balance sheet, enhanced cash flow and significant growth prospects. Echo will have the ability to realize revenue, cost, operational and purchasing power synergies. In addition, Echo believes that an expanded customer base will provide significant cross selling opportunities, while the talent acquired, including a long-tenured sales force, will further drive increased revenue. Echo expects that the transaction will be accretive to earnings per share.

Financing Transactions

In addition to this offering of convertible senior notes, we intend to obtain or otherwise incur financing for the Command Acquisition as follows:

Concurrent Common Stock Offering. Concurrently with this offering, we are offering 5,000,000 shares of our common stock (or 5,750,000 shares if the underwriters exercise their option to purchase additional shares in full), pursuant to a separate prospectus supplement and accompanying prospectus. This prospectus supplement does not constitute an offer of our common stock. The common stock offering is not contingent upon the closing of this offering of notes and this offering of notes is not contingent upon the closing of the offering of common stock.

Credit Facilities. In connection with entering into the Purchase Agreement for the Command Acquisition, Echo entered into a commitment letter (the "Commitment Letter") with Morgan Stanley Senior Funding, Inc., PNC Capital Markets LLC, PNC Bank, National Association, Credit Suisse AG (acting through such of its affiliates or branches as it deems appropriate) and Credit Suisse Securities (USA) LLC (collectively, the "Commitment Parties"). The Commitment Letter provides that the Commitment Parties will commit to provide to Echo (i) a \$200 million senior secured asset-based

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revolving credit facility (the "New ABL Facility"), which will be secured on a first priority basis on certain working capital assets and a second lien priority basis on certain fixed assets and (ii) a \$300 million senior secured term loan facility (the "New Term Loan Facility" and, together with the New ABL Facility, the "Credit Facilities"), which will be secured on a first priority basis on certain fixed assets and a second lien priority basis on certain working capital assets. If we receive net cash proceeds from this offering or the concurrent offering of common stock an aggregate amount equal to or greater than \$100 million, the commitments with respect to the New Term Loan Facility may be automatically and permanently reduced by an amount equal to the amount of such net cash proceeds. See "The Command Acquisition Financing Transactions."

We cannot assure you that we will complete the Command Acquisition or any of the financing transactions on the terms contemplated in this prospectus supplement or at all.

Financial Results as of and for the Three Months Ended March 31, 2015

On April 21, 2015, we announced our unaudited financial results as of and for the three months ended March 31, 2015. These unaudited financial results should not be viewed as a substitute for full financial statements prepared in accordance with GAAP. In addition, these unaudited financial results as of and for the three months ended March 31, 2015 are not necessarily indicative of the results to be achieved in any future period. Our consolidated financial statements and related notes as of and for the three months ended March 31, 2015 are not expected to be filed with the SEC until after this offering is completed.

Performance Highlights:

Total revenue increased by 14% to \$283 million from the first quarter of 2014.

TL volume increased by 33% from the first quarter of 2014.

Total net revenue increased by 26% to \$53 million from the first quarter of 2014.

Non-GAAP EBITDA increased by 15% to \$9.6 million from the first quarter of 2014.

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	Three Months Ended March 31,	
	2015	2014
	(in thousands, except per share data) (unaudited)	
Revenue:		
Transactional	\$ 217,411	\$ 177,600
Managed Transportation(1)	66,081	70,070
Total revenue	283,492	247,670
Net revenue	53,252	42,210
Non-GAAP EBITDA(2)	\$ 9,600	\$ 8,329
Non-GAAP Fully Diluted EPS(2)	\$ 0.15	\$ 0.14
Operating metrics:		
TL revenue (%)	55.5%	51.9%
LTL revenue (%)	36.8%	36.7%
Intermodal revenue (%)	5.7%	6.2%

- (1) The period-over-period decrease in revenue from Managed Transportation clients was driven by changes in the structure of our contract with one Managed Transportation client. Our results also were impacted by a decline in fuel prices and a softer spot market that lowered both our gross revenue and transportation costs, which trends have continued through April 17, 2015. Through April 17, 2015, we have experienced year-over-year revenue growth of approximately 10% (which reflects the impact of an acquisition that occurred in May 2014 and was not reflected in April 2014 results, which increased our revenue by approximately 10%).
- (2) Non-GAAP EBITDA and Non-GAAP Fully Diluted EPS are non-GAAP financial measures. For a definition of Non-GAAP EBITDA and Non-GAAP Fully Diluted EPS, see "Summary Historical and Pro Forma Consolidated Financial Data of Echo Global Logistics, Inc." The following is a reconciliation of Non-GAAP EBITDA and Non-GAAP EPS to net income and diluted net income per share, respectively, the nearest comparable GAAP measure in each case:

	Three Months Ended March 31,	
	2015	2014
Non-GAAP EBITDA	\$ 9,600	\$ 8,329
Change in contingent consideration payable	96	(224)
Depreciation and amortization	(3,873)	(2,956)
Acquisition-related transaction costs	(472)	(1,167)
Other income (expense)	(90)	(55)
Income taxes	(1,933)	(1,497)
Net income	3,328	2,430
Non-GAAP Fully Diluted EPS	\$ 0.15	\$ 0.14
Change in contingent consideration payable and acquisition-related transaction costs, net of tax effect	(0.01)	(0.04)
Fully diluted earnings per share	\$ 0.14	\$ 0.10

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Corporate Information

We were formed as a Delaware limited liability company in January 2005. We converted our legal form to a Delaware corporation in June 2006. In October 2009, we completed an initial public offering of our shares of common stock. Our common stock is listed on the NASDAQ Global Select Market under the symbol "ECHO."

Our principal executive offices are located at 600 West Chicago Avenue, Suite 725, Chicago, Illinois 60654, and our telephone number at this address is (800) 354-7993. Our website is www.echo.com. Information contained on our website is not a part of this prospectus.

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THE OFFERING

The summary below describes the principal terms of the notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The "Description of Debt Securities" section of the accompanying prospectus, as supplemented by the "Description of Notes" section of this prospectus supplement, contains a more detailed description of the terms and conditions of the notes. As used in this section, "we," "our," and "us" refer to Echo Global Logistics, Inc. and not to its consolidated subsidiaries.

Issuer	Echo Global Logistics, Inc., a Delaware corporation.
Securities	\$200,000,000 principal amount of 2.50% Convertible Senior Notes due 2020 (plus up to an additional \$30,000,000 principal amount to cover over-allotments).
Maturity	May 1, 2020, unless earlier repurchased, redeemed or converted.
Interest	2.50% per year. Interest will accrue from May 5, 2015 and will be payable semiannually in arrears on May 1 and November 1 of each year, beginning on November 1, 2015. We will pay additional interest, if any, at our election as the sole remedy relating to the failure to comply with our reporting obligations as described under "Description of Notes Events of Default."
Conversion Rights	<p>Holders may convert all or any portion of their notes, in multiples of \$1,000 principal amount, at their option at any time prior to the close of business on the business day immediately preceding January 1, 2020 only under the following circumstances:</p> <p>during any calendar quarter commencing after the calendar quarter ending on June 30, 2015 (and only during such calendar quarter), if the last reported sale price of the common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day;</p> <p>during the five business day period after any five consecutive trading day period (the "measurement period") in which the "trading price" (as defined under "Description of Notes Conversion Rights Conversion upon Satisfaction of Trading Price Condition") per \$1,000 principal amount of notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of our common stock and the conversion rate on each such trading day;</p> <p>if we call the notes for redemption, at any time prior to the close of business on the business day immediately preceding the redemption date; or</p>

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upon the occurrence of specified corporate events described under "Description of Notes Conversion Rights Conversion upon Specified Corporate Events."

On or after January 1, 2020 until the close of business on the business day immediately preceding the maturity date, holders may convert all or any portion of their notes, in multiples of \$1,000 principal amount, at the option of the holder regardless of the foregoing circumstances.

The conversion rate for the notes is initially 25.5428 shares of common stock per \$1,000 principal amount of notes (equivalent to an initial conversion price of approximately \$39.15 per share of common stock), subject to adjustment as described in this prospectus supplement.

Upon conversion, we will pay or deliver, as the case may be, cash, shares of our common stock or a combination of cash and shares of our common stock, at our election. If we satisfy our conversion obligation solely in cash or through payment and delivery, as the case may be, of a combination of cash and shares of our common stock, the amount of cash and shares of common stock, if any, due upon conversion will be based on a daily conversion value (as described herein) calculated on a proportionate basis for each trading day in a 60 trading day observation period (as described herein). See "Description of Notes Conversion Rights Settlement upon Conversion."

In addition, following certain corporate events that occur prior to the maturity date, we will increase the conversion rate for a holder who elects to convert its notes in connection with such a corporate event in certain circumstances as described under "Description of Notes Conversion Rights Increase in Conversion Rate upon Conversion upon a Make-Whole Fundamental Change."

You will not receive any additional cash payment or additional shares representing accrued and unpaid interest, if any, upon conversion of a note, except in limited circumstances. Instead, interest will be deemed to be paid by the cash, shares of our common stock or a combination of cash and shares of our common stock paid or delivered, as the case may be, to you upon conversion of a note.

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Redemption at Our Option

If the Purchase Agreement relating to the Command Acquisition terminates (other than by consummation of the Command Acquisition), we may redeem all, but not less than all, of the outstanding notes for cash on a redemption date to occur on or prior to November 3, 2015. The redemption price, for each \$1,000 principal amount of notes to be redeemed, will be equal to the sum of (i) \$1,010, (ii) accrued and unpaid interest on such notes to, but excluding, the redemption date and (iii) 80% of the excess, if any, of the redemption conversion value (as defined in this prospectus supplement under "Description of Notes Optional Redemption") over the initial conversion value (as defined in such section). Following November 3, 2015, we may not redeem the notes. No "sinking fund" is provided for the notes, which means that we are not required to redeem or retire the notes periodically.

We will give notice of any redemption not less than 95 nor more than 110 calendar days before the redemption date by mail or electronic delivery to the trustee, the paying agent and each holder of notes. See "Description of Notes Optional Redemption."

Fundamental Change

If we undergo a "fundamental change" (as defined in this prospectus supplement under "Description of Notes Fundamental Change Permits Holders to Require Us to Repurchase Notes"), subject to certain conditions, holders may require us to repurchase for cash all or part of their notes in principal amounts of \$1,000 or an integral multiple thereof. The fundamental change repurchase price will be equal to 100% of the principal amount of the notes to be repurchased, *plus* accrued and unpaid interest to, but excluding, the fundamental change repurchase date. See "Description of Notes Fundamental Change Permits Holders to Require Us to Repurchase Notes."

Ranking

The notes will be our senior unsecured obligations and will rank:

senior in right of payment to any of our indebtedness that is expressly subordinated in right of payment to the notes;

equal in right of payment to any of our unsecured indebtedness that is not so subordinated;

effectively junior in right of payment to any of our secured indebtedness to the extent of the value of the assets securing such indebtedness; and

structurally junior to all indebtedness and other liabilities (including trade payables) of our subsidiaries.

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	<p>As of March 31, 2015, our total consolidated indebtedness was \$107.2 million, none of which was secured. As of March 31, 2015, our subsidiaries had no indebtedness. After giving effect to the issuance of the notes (assuming no exercise of the underwriters' over-allotment option) and the use of proceeds therefrom, our total consolidated indebtedness would have been \$307.2 million.</p> <p>The indenture governing the notes does not limit the amount of debt that we or our subsidiaries may incur.</p>
Use of Proceeds	<p>We estimate that the proceeds from this offering will be approximately \$193.3 million (or \$222.4 million if the underwriters exercise their over-allotment option in full), after deducting fees and estimated expenses. We intend to use the net proceeds from this offering, together with the net proceeds from the concurrent common stock offering, to finance the Command Acquisition. If the Command Acquisition is not consummated, we intend to use the net proceeds from this offering to fund the redemption of the notes (if we so elect) or for working capital and general corporate purposes. See "Use of Proceeds."</p>
Book-Entry Form	<p>The notes will be issued in book-entry form and will be represented by permanent global certificates deposited with, or on behalf of, The Depository Trust Company ("DTC") and registered in the name of a nominee of DTC. Beneficial interests in any of the notes will be shown on, and transfers will be effected only through, records maintained by DTC or its nominee and any such interest may not be exchanged for certificated securities, except in limited circumstances.</p>
Absence of a Public Market for the Notes	<p>The notes are new securities and there is currently no established market for the notes. Accordingly, we cannot assure you as to the development or liquidity of any market for the notes. The underwriters have advised us that they currently intend to make a market in the notes. However, they are not obligated to do so, and they may discontinue any market making with respect to the notes without notice. We do not intend to apply for a listing of the notes on any securities exchange or any automated dealer quotation system.</p>
Material United States Federal Income Tax Considerations	<p>For the U.S. federal income tax consequences of the holding, disposition and conversion of the notes, and the holding and disposition of shares of our common stock, see "Material United States Federal Income Tax Considerations."</p>
NASDAQ Global Select Market Symbol for Our Common Stock	<p>Our common stock is listed on The NASDAQ Global Select Market under the symbol "ECHO."</p>

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Concurrent Common Stock Offering

Concurrently with this offering of notes, we are offering, pursuant to a separate prospectus supplement, 5,000,000 shares of our common stock, or a total of 5,750,000 shares of our common stock if the underwriters for the concurrent common stock offering exercise in full their option to purchase additional shares of common stock. We cannot assure you that the concurrent common stock offering will be completed or, if completed, on what terms it will be completed. The offering of notes hereby is not contingent upon the consummation of the concurrent common stock offering, and the concurrent common stock offering is not contingent on the consummation of the offering of notes hereby. See "Concurrent Common Stock Offering."

Trustee, Paying Agent and Conversion Agent

U.S. Bank National Association

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CONCURRENT COMMON STOCK OFFERING

Concurrently with this offering of notes, we are offering, pursuant to a separate prospectus supplement, 5,000,000 shares of our common stock, or a total of 5,750,000 shares of our common stock if the underwriters for the concurrent common stock offering exercise in full their option to purchase additional shares of common stock.

We intend to use the net proceeds from this offering of notes and the concurrent common stock offering, together with borrowings under the Credit Facilities, to finance the Command Acquisition. See "Use of Proceeds" in this prospectus supplement.

This prospectus supplement and the accompanying prospectus shall not be deemed an offer to sell or a solicitation of an offer to buy common stock in the concurrent common stock offering. This offering of notes is not contingent upon the closing of the concurrent common stock offering, and the concurrent common stock offering is not contingent upon the closing of this offering of notes. We cannot assure you that either or both of the offerings will be completed. Unless we specifically state otherwise, the information in this prospectus supplement assumes the completion of the concurrent common stock offering and that the underwriters for the concurrent common stock offering do not exercise their over-allotment option to purchase additional shares and that the underwriters for this offering do not exercise their over-allotment option to purchase additional convertible senior notes.

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SUMMARY HISTORICAL AND PRO FORMA CONSOLIDATED FINANCIAL DATA OF ECHO GLOBAL LOGISTICS, INC.

We present below our summary historical consolidated financial and other data for the periods indicated. The summary consolidated statements of operations data for the years ended December 31, 2014, 2013 and 2012 and the balance sheet data as of December 31, 2014, 2013 and 2012 have been derived from our audited consolidated financial statements incorporated by reference into this prospectus supplement. The historical results presented below are not necessarily indicative of financial results to be achieved in future periods. You should read the summary historical consolidated financial data together with "Management's Discussion and Analysis of Financial Condition and Results of Operations," our historical consolidated financial statements and the related notes incorporated by reference into this prospectus supplement. See "Where You Can Find More Information" in this prospectus supplement.

The table below also includes our unaudited pro forma condensed combined statement of operations for the year ended December 31, 2014, assuming that the Command Acquisition took place on January 1, 2014. The unaudited pro forma condensed combined financial data set forth below has been presented for informational purposes only and is not necessarily indicative of what our financial position or results of operations actually would have been had the Command Acquisition been completed as of the dates indicated. The unaudited pro forma condensed combined financial data should be read in conjunction with "Unaudited Pro Forma Condensed Combined Financial Data," including the notes to the unaudited pro forma condensed combined information set forth therein. In addition, the unaudited pro forma combined financial data was based on and should be read in conjunction with our historical consolidated financial statements and accompanying notes and those of Command which are incorporated by reference in this prospectus supplement. See "Where You Can Find More Information."

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	Year Ended December 31,			
	Pro Forma Year Ended December 31, 2014 (unaudited)	2014	2013	2012
(in thousands, except per share data)				
Consolidated statements of operations data:				
Revenue	\$ 1,734,442	\$ 1,173,383	\$ 884,193	\$ 757,688
Transportation costs	1,424,436	965,165	728,544	614,563
Net revenue	310,006	208,218	155,649	143,125
Operating expenses (income):				
Commissions	93,713	57,678	39,481	40,392
Selling, general and administrative	159,217	106,974	82,298	70,702
Acquisition related impairment loss				2,491
Net change in contingent consideration due to seller	2,160	2,160	101	(130)
Depreciation and amortization	29,881	13,876	10,565	9,139
Total operating expenses	284,971	180,688	132,445	122,594
Income from operations	25,035	27,530	23,204	20,531
Other income (expense)	(11,846)	(250)	(356)	(433)
Income before income taxes	13,189	27,280	22,848	20,098
Income tax benefit (expense)	(5,138)	(10,492)	(8,645)	(7,777)
Net income	\$ 8,051	\$ 16,788	\$ 14,203	\$ 12,321
Net income per share of common stock:				
Basic	\$ 0.28	\$ 0.73	\$ 0.62	\$ 0.55
Diluted	\$ 0.27	\$ 0.71	\$ 0.61	\$ 0.54
Shares used in per share calculations:				
Basic	28,488	23,044	22,861	22,357
Diluted	29,329	23,634	23,404	22,899
Non-GAAP Financial Data:				
Non-GAAP EBITDA(1)	\$ 45,100	\$ 33,870	\$ 32,778	
Non-GAAP EPS(1)	\$ 0.81	\$ 0.61	\$ 0.62	

	As of December 31,		
	2014	2013	2012
(in thousands)			
Consolidated balance sheet data:			
Cash and cash equivalents	\$ 32,542	\$ 52,507	\$ 41,781
Working capital	58,421	87,674	71,670
Total assets	316,044	245,147	219,483
Total liabilities	134,170	85,917	78,498
Total stockholders' equity	181,874	159,230	140,985

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	Year Ended December 31,		
	2014	2013	2012
Other data:			
Managed Transportation clients(2)	260	229	203
Transactional clients served in period(3)	33,540	28,213	27,984
Total clients(4)	33,800	28,442	28,187
Employees, agents and independent contractors(5)	1,734	1,297	1,364

(1) Non-GAAP EBITDA is defined as income (loss) before interest (interest expense and interest income), income taxes and depreciation and amortization and excluding the effects of changes in contingent consideration payable, acquisition-related transaction costs, acquisition-related impairment loss and non-recurring settlement costs. Non-GAAP Fully Diluted EPS is defined as net income per diluted share, excluding change in contingent consideration payable, acquisition-related transaction costs, acquisition-related impairment loss and non-recurring settlement cost, net of tax effect. We believe the non-GAAP financial measures provide useful information to investors because they provide information about the financial performance of the Company's ongoing business. The non-GAAP financial measures are used by management in its financial and operational decision-making and evaluation of overall operating performance. The non-GAAP financial measures may be different from similarly titled measures used by other companies. The presentation of this financial information, which is not prepared under any comprehensive set of accounting rules or principles, is not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with GAAP.

The following is a reconciliation of Non-GAAP EBITDA and Non-GAAP EPS to net income and diluted net income per share, respectively, the nearest comparable GAAP measure in each case:

	Year Ended December 31,		
	2014	2013	2012
	(in thousands, except per share data)		
Non-GAAP EBITDA	\$ 45,100	\$ 33,870	\$ 32,778
Change in contingent consideration payable(a)	(2,160)	(101)	130
Depreciation and amortization	(13,876)	(10,565)	(9,139)
Acquisition-related transaction costs	(1,535)		
Acquisition-related impairment cost			(2,491)
Non-recurring settlement cost			(746)
Other income (expense)	(249)	(356)	(434)
Income taxes	(10,492)	(8,645)	(7,777)
Net income	16,788	14,203	12,321
Non-GAAP Fully Diluted EPS	\$ 0.81	\$ 0.61	\$ 0.62