Form **8937**(December 2011) Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

Part I Reporting I	ssuer							
1 Issuer's name		2 Issuer's employer identification number (EIN)						
Marten Transport, Ltd.		39-1140809						
3 Name of contact for add	itional information	4 Telephon	e No. of contact	5 Email address of contact				
Laure I III and I I I I I I I I I I I I I I I I I I I			4E) 000 4040 04E4	21 0				
James J. Hinnendael 6 Number and street (or P.	O hox if mail is not o		15) 926-4216 ext. 2171	jjh@marten.com 7 City, town, or post office, state, and Zip code of contact				
o Hambor and chool (or r	o. box ii maii io not t	7 Oity, town, or post office, state, and zip code of contact						
129 Marten Street		Mondovi, WI 54755						
8 Date of action		9 Class	ification and description	Institute of the control of the cont				
July 7, 2017		e form of a stock dividend payable						
10 CUSIP number	11 Serial number(s))	12 Ticker symbol	13 Account number(s)				
Part II Organizatio	nal Action Attack	h additional	MRTN statements if panded Can I					
				pack of form for additional questions. gainst which shareholders' ownership is measured for				
				ck split effected in the form of a stock dividend				
				ive-for-three stock split, each stockholder receives				
				s a result, the number of issued shares is increased				
			cted to be reduced by two fift					

		- 57						
15 Describe the quantitati	ve effect of the organ	nizational act	ion on the basis of the security i	in the hands of a U.S. taxpayer as an adjustment per				
				current law, for United States federal income tax				
				split will not result in any current recognition of				
170 0				ax basis of the shares of Common Stock held by a				
				and the new shares issued with respect to the				
original shares, and (3) the new shares will be deemed to have been acquired at the same time as the original shares with respect to which								
				holders as a result of this stock split. The tax basis				
of shares prior to the stock split will be divided equally between those shares and the additional shares received as a result of the stock								
split. For example, a stockholder who owned 100 shares of Marten Transport, Ltd. stock before the split with a tax basis of \$22.50 per								
share will own 166 shares of Marten Transport, Ltd. stock with a tax basis of \$13.50 per share after the split.								
<u> </u>								
16 Describe the calculation	n of the change in ba	asis and the o	data that supports the calculation	on, such as the market values of securities and the				
valuation dates ► See the answer to question 15 above.								
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Part II		Organizational Action (contin	nued)		
17 List	the	applicable Internal Revenue Code se	ection(s) and subsection(s) upon wh	nich the tax treatment is based	Sections 305(a) and 307(a)
		Revenue Code of 1986, as amend			
18 Car	n any	resulting loss be recognized? ► <u>T</u>	he receipt of additional shares of	Common Stock as a result of the	nis stock split will not result in
		ecognition of taxable income, gair			
19 Pro	vide	any other information necessary to	implement the adjustment, such as	the reportable tax year ► N/A	
ŧ	Unde	r penalties of perjury, I declare that I hav	e examined this return, including accon	npanying schedules and statements, a	nd to the best of my knowledge and
	bellet	it is true, correct, and complete. Declara	ition of preparer (other than officer) is ba	sed on all information of which prepar	er has any knowledge.
Sign		12 MI UU		1	-1-
Here	Signa	ture •		Date ►	5/17
				71	6:
	Print	your name James J. Hinnendael		Title ► CFO	ųl-
Paid		Print/Type preparer's name	Preparer's signature	Date	Check if PTIN
Prepar	er				self-employed
Use Or		Firm's name ▶			Firm's EIN ▶
		Firm's address ▶			Phone no.
Sand For	m 29	37 (including accompanying statem	entel to: Department of the Treasur	v Internal Revenue Service, Odde	D LIT 94201 0054