

Macomber Todd
Form 4/A
August 31, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Macomber Todd

2. Issuer Name and Ticker or Trading Symbol
RADIANT LOGISTICS, INC
[RLGT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
405 114TH AVENUE S.E.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/31/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

BELLEVUE,, WA 98004

4. If Amendment, Date Original Filed(Month/Day/Year)
11/02/2011

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					0 ⁽¹⁾	D	
Common Stock	08/30/2012		A	1,680 A \$ 0	3,453	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Stock Option (Right to Buy) ⁽²⁾	\$ 2.36	10/31/2011		A	625	⁽³⁾ 10/30/2021	Common Stock	625

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Macomber Todd 405 114TH AVENUE S.E. BELLEVUE,, WA 98004			Chief Financial Officer	

Signatures

/s/ Todd
Macomber 08/31/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On November 2, 2011, the reporting person mistakenly reported the grant of 1,680 shares of common stock that did not in fact occur. As of October 31, 2011, the reporting person did not own any shares of common stock.
- (2) The reporting person is amending the Form 4 originally filed to report this option grant, for the purpose of (i) reflecting a different description of the derivative security, (ii) deleting the deemed execution date, (iii) deleting the date exercisable and inserting a footnote to describe the vesting terms of the option, (iv) correcting the expiration date, (v) correcting the price of the derivative security, and (vi) correcting the number of derivative securities beneficially owned following the reported transaction.
- (3) The option vests in five equal annual installments commencing on the date of grant. The first installment becomes exercisable on October 31, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.