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

**FORM 10-Q**

(Mark One)
☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

**For the quarterly period ended September 30, 2026**

OR
☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 0-20797

**RUSH ENTERPRISES, INC.**
(Exact name of registrant as specified in its charter)

| Texas | 74-1733016 |
|---|---|
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

555 I.H. 35 South, Suite 500
New Braunfels, Texas 78130
(Address of principal executive offices)
(Zip Code)

(830) 302-5200
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☑ Accelerated filer ☐ Non-accelerated filer ☐ Smaller Reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☑

Indicated below is the number of shares outstanding of each of the issuer's classes of common stock, as of October 30, 2026.

| Title of Class | Number of Shares Outstanding |
|---|---|
| Class A Common Stock, $.01 Par Value | 91,177,835 |
| Class B Common Stock, $.01 Par Value | 25,003,388 |

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|---|---|
| Class A Common Stock, $0.01 par value | RUSHA | NASDAQ Global Select Market |
| Class B Common Stock, $0.01 par value | RUSHB | NASDAQ Global Select Market |
| Class A Common Stock, $0.01 par value | RUSHA | NASDAQ Texas, LLC |
| Class B Common Stock, $0.01 par value | RUSHB | NASDAQ Texas, LLC |

**RUSH ENTERPRISES, INC. AND SUBSIDIARIES**

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**PART I. FINANCIAL INFORMATION**
**ITEM 1. Financial Statements.**

RUSH ENTERPRISES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In Thousands, Except Shares)
(unaudited)

| | September 30, 2026 | December 31, 2025 |
|---|---|---|
| **Assets** | | |
| Current assets: | | |
| Cash, cash equivalents and restricted cash | $ 226,400 | $ 212,645 |
| Accounts receivable, net | 332,566 | 277,784 |
| Note receivable, affiliate | 10,606 | 11,576 |
| Inventories, net | 1,722,291 | 1,534,471 |
| Prepaid expenses and other | 26,228 | 54,662 |
| Total current assets | 2,318,091 | 2,091,138 |
| Property and equipment, net | 1,694,934 | 1,694,738 |
| Operating lease right-of-use assets, net | 127,026 | 124,130 |
| Goodwill, net | 469,034 | 441,615 |
| Other assets, net | 128,611 | 78,915 |
| **Total assets** | $ 4,737,696 | $ 4,430,536 |
| **Liabilities and shareholders' equity** | | |
| Current liabilities: | | |
| Floor plan notes payable | $ 964,535 | $ 917,955 |
| Current maturities of long-term debt | 121 | 127 |
| Current portion of finance lease obligations | 29,209 | 34,519 |
| Current portion of operating lease obligations | 22,043 | 19,285 |
| Trade accounts payable | 302,969 | 230,763 |
| Customer deposits | 109,552 | 112,149 |
| Accrued expenses | 176,473 | 177,292 |
| Total current liabilities | 1,604,902 | 1,492,090 |
| Long-term debt, net of current maturities | 269,705 | 274,798 |
| Finance lease obligations, net of current maturities | 81,156 | 88,149 |
| Operating lease obligations, net of current maturities | 107,941 | 107,698 |
| Other long-term liabilities | 40,054 | 34,225 |
| Deferred income taxes, net | 215,902 | 207,733 |
| Shareholders' equity: | | |
| Preferred stock, par value $.01 per share; 1,000,000 shares authorized; 0 shares outstanding in 2026 and 2025 | – | – |
| Common stock, par value $.01 per share; 105,000,000 Class A shares and 35,000,000 Class B shares authorized; 91,790,881 Class A shares and 25,003,388 Class B shares outstanding in 2026; and 90,172,640 Class A shares and 24,656,864 Class B shares outstanding in 2025 | 1,167 | 835 |
| Additional paid-in capital | 680,128 | 634,266 |
| Treasury stock, at cost: 202,222 Class A shares and 12,624 Class B shares in 2026; and 6,880,187 Class A shares and 3,528,245 Class B shares in 2025 | (10,336) | (331,150) |
| Retained earnings | 1,733,399 | 1,904,091 |
| Accumulated other comprehensive income (loss) | (10,262) | (4,813) |
| Total Rush Enterprises, Inc. shareholders' equity | 2,394,096 | 2,203,229 |
| Noncontrolling interest | 23,940 | 22,614 |
| Total shareholders' equity | 2,418,036 | 2,225,843 |
| **Total liabilities and shareholders' equity** | $ 4,737,696 | $ 4,430,536 |

The accompanying notes are an integral part of these consolidated financial statements.

RUSH ENTERPRISES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(In Thousands, Except Per Share Amounts)
(Unaudited)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| **Revenues** | | | | |
| New and used commercial vehicle sales | $ 1,324,922 | $ 1,134,856 | $ 3,429,057 | $ 3,457,130 |
| Aftermarket products and services sales | 679,934 | 642,658 | 1,952,787 | 1,897,984 |
| Lease and rental sales | 98,205 | 93,304 | 285,329 | 276,681 |
| Finance and insurance | 6,142 | 5,575 | 18,117 | 16,339 |
| Other | 3,895 | 4,372 | 11,676 | 14,168 |
| Total revenue | 2,113,098 | 1,880,765 | 5,696,966 | 5,662,302 |
| **Cost of products sold** | | | | |
| New and used commercial vehicle sales | 1,219,570 | 1,034,698 | 3,149,569 | 3,152,875 |
| Aftermarket products and services sales | 436,833 | 403,811 | 1,250,738 | 1,198,565 |
| Lease and rental sales | 69,729 | 67,504 | 204,218 | 198,679 |
| Total cost of products sold | 1,726,132 | 1,506,013 | 4,604,525 | 4,550,119 |
| **Gross profit** | 386,966 | 374,752 | 1,092,441 | 1,112,183 |
| Selling, general and administrative expense | 259,975 | 256,403 | 748,084 | 757,187 |
| Depreciation and amortization expense | 18,655 | 18,155 | 56,441 | 53,022 |
| Gain (loss) on sale of assets | (337) | (164) | (523) | 131 |
| **Operating income** | 107,999 | 100,030 | 287,393 | 302,105 |
| Other income (loss), net | 186 | (438) | (804) | (1,250) |
| Interest expense, net | 5,768 | 11,718 | 16,505 | 37,307 |
| **Income before taxes** | 102,417 | 87,874 | 270,084 | 263,548 |
| Income tax provision | 23,534 | 20,136 | 56,500 | 62,204 |
| **Net income** | 78,883 | 67,738 | 213,584 | 201,344 |
| Less: Net income attributable to noncontrolling interest | 840 | 1,048 | 1,326 | 1,894 |
| **Net income attributable to Rush Enterprises, Inc.** | $ 78,043 | $ 66,690 | $ 212,258 | $ 199,450 |
| | | | | |
| **Net income attributable to Rush Enterprises, Inc. per share of common stock:** | | | | |
| Basic | $ 0.67 | $ 0.57 | $ 1.82 | $ 1.69 |
| Diluted | $ 0.65 | $ 0.55 | $ 1.76 | $ 1.64 |
| | | | | |
| **Weighted average shares outstanding:** | | | | |
| Basic | 116,956 | 117,353 | 116,706 | 118,139 |
| Diluted | 120,455 | 120,890 | 120,271 | 121,751 |
| | | | | |
| **Dividends declared per common share** | $ 0.14 | $ 0.13 | $ 0.39 | $ 0.37 |

The accompanying notes are an integral part of these consolidated financial statements.

RUSH ENTERPRISES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In Thousands)
(Unaudited)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| **Net income** | $ 78,883 | $ 67,738 | $ 213,584 | $ 201,344 |
| Other comprehensive income (loss), net of tax: | | | | |
| Foreign currency translation | (1,384) | (2,179) | (5,449) | 2,836 |
| Other comprehensive income (loss) attributable to Rush Enterprises, Inc. | (1,384) | (2,179) | (5,449) | 2,836 |
| **Comprehensive income** | $ 77,499 | $ 65,559 | $ 208,135 | $ 204,180 |
| Less: Comprehensive income attributable to noncontrolling interest | 840 | 1,048 | 1,326 | 1,894 |
| **Comprehensive income attributable to Rush Enterprises, Inc.** | $ 76,659 | $ 64,511 | $ 206,809 | $ 202,286 |

The accompanying notes are an integral part of these consolidated financial statements.

RUSH ENTERPRISES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(In Thousands)
(Unaudited)

| | Common Stock Shares Outstanding Class A | Class B | $0.01 Par Value | Additional Paid -In Capital | Treasury Stock | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Total Rush Enterprises, Inc. Shareholders' Equity | Non-controlling Interest | Total Shareholders' Equity |
|---|---|---|---|---|---|---|---|---|---|---|
| **Balance, December 31, 2025** | **90,173** | **24,657** | **$ 835** | **$ 634,266** | **$ (331,150)** | **$ 1,904,091** | **$ (4,813)** | **$ 2,203,229** | **$ 22,614** | **$ 2,225,843** |
| Stock options exercised and stock awards | 986 | – | 6 | 12,105 | – | – | – | 12,111 | – | 12,111 |
| Stock-based compensation related to stock options, restricted shares and employee stock purchase plan | – | – | – | 14,536 | – | – | – | 14,536 | – | 14,536 |
| Vesting of restricted share awards | – | 416 | 3 | (9,512) | – | – | – | (9,509) | – | (9,509) |
| Issuance of common stock under employee stock purchase plan | 124 | – | 1 | 3,801 | – | – | – | 3,802 | – | 3,802 |
| Common stock repurchases | – | – | – | – | – | – | – | – | – | – |
| Cash dividends declared on Class A common stock | – | – | – | – | – | (11,551) | – | (11,551) | – | (11,551) |
| Cash dividends declared on Class B common stock | – | – | – | – | – | (3,294) | – | (3,294) | – | (3,294) |
| Foreign currency translation adjustment | – | – | – | – | – | – | (1,999) | (1,999) | – | (1,999) |
| Net income | – | – | – | – | – | 61,454 | – | 61,454 | 226 | 61,680 |
| **Balance, March 31, 2026** | **91,283** | **25,073** | **$ 845** | **$ 655,196** | **$ (331,150)** | **$ 1,950,700** | **$ (6,812)** | **$ 2,268,779** | **$ 22,840** | **$ 2,291,619** |
| Stock options exercised and stock awards | 333 | – | 2 | 5,447 | – | – | – | 5,449 | – | 5,449 |
| Stock-based compensation related to stock options, restricted shares and employee stock purchase plan | – | – | – | 6,799 | – | – | – | 6,799 | – | 6,799 |
| Vesting of restricted share awards | – | – | – | – | – | – | – | – | – | – |
| Common stock repurchases | (61) | (57) | – | – | (5,398) | – | – | (5,398) | – | (5,398) |
| Cash dividends declared on Class A common stock | – | – | – | – | – | (11,594) | – | (11,594) | – | (11,594) |
| Cash dividends declared on Class B common stock | – | – | – | – | – | (3,342) | – | (3,342) | – | (3,342) |
| Foreign currency translation adjustment | – | – | – | – | – | – | (2,066) | (2,066) | – | (2,066) |
| Net income | – | – | – | – | – | 72,761 | – | 72,761 | 260 | 73,021 |
| **Balance, June 30, 2026** | **91,555** | **25,016** | **$ 847** | **$ 667,442** | **$ (336,548)** | **$ 2,008,525** | **$ (8,878)** | **$ 2,331,388** | **$ 23,100** | **$ 2,354,488** |
| Stock options exercised and stock awards | 317 | – | 3 | 3,517 | – | – | – | 3,520 | – | 3,520 |
| Stock-based compensation related to stock options, restricted shares and employee stock purchase plan | – | – | – | 5,258 | – | – | – | 5,258 | – | 5,258 |
| Issuance of common stock under employee stock purchase plan | 122 | – | 1 | 3,731 | – | – | – | 3,732 | – | 3,732 |
| Common stock repurchases | (203) | (13) | – | – | (10,336) | – | – | (10,336) | – | (10,336) |
| Retirement of treasury shares and par value adjustment | – | – | 316 | 180 | 336,548 | (336,624) | – | 420 | – | 420 |
| Cash dividends declared on Class A common stock | – | – | – | – | – | (12,877) | – | (12,877) | – | (12,877) |
| Cash dividends declared on Class B common stock | – | – | – | – | – | (3,668) | – | (3,668) | – | (3,668) |
| Foreign currency translation adjustment | – | – | – | – | – | – | (1,384) | (1,384) | – | (1,384) |
| Net income | – | – | – | – | – | 78,043 | – | 78,043 | 840 | 78,883 |
| **Balance, September 30, 2026** | **91,791** | **25,003** | **$ 1,167** | **$ 680,128** | **$ (10,336)** | **$ 1,733,399** | **$ (10,262)** | **$ 2,394,096** | **$ 23,940** | **$ 2,418,036** |

The accompanying notes are an integral part of these consolidated financial statements.

RUSH ENTERPRISES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (continued)
(In Thousands)
(Unaudited)

| | Common Stock Shares Outstanding Class A | Class B | $0.01 Par Value | Additional Paid -In Capital | Treasury Stock | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Total Rush Enterprises, Inc. Shareholders' Equity | Non-controlling Interest | Total Shareholders' Equity |
|---|---|---|---|---|---|---|---|---|---|---|
| **Balance, December 31, 2024** | **93,908** | **24,995** | **$ 824** | **$ 587,639** | **$ (136,235)** | **$ 1,698,614** | **$ (9,293)** | **$ 2,141,549** | **$ 20,354** | **$ 2,161,903** |
| Stock options exercised and stock awards | 272 | – | 1 | 2,736 | – | – | – | 2,738 | – | 2,738 |
| Stock-based compensation related to stock options, restricted shares and employee stock purchase plan | – | – | – | 13,714 | – | – | – | 13,714 | – | 13,714 |
| Vesting of restricted share awards | – | 488 | 3 | (9,442) | – | – | – | (9,439) | – | (9,439) |
| Issuance of common stock under employee stock purchase plan | 146 | – | 1 | 3,411 | – | – | – | 3,412 | – | 3,412 |
| Common stock repurchases | (498) | (350) | – | – | (30,939) | – | – | (30,939) | – | (30,939) |
| Cash dividends declared on Class A common stock | – | – | – | – | – | (11,296) | – | (11,296) | – | (11,296) |
| Cash dividends declared on Class B common stock | – | – | – | – | – | (3,113) | – | (3,113) | – | (3,113) |
| Foreign currency translation adjustment | – | – | – | – | – | – | (12) | (12) | – | (12) |
| Net income | – | – | – | – | – | 60,322 | – | 60,322 | 295 | 60,617 |
| **Balance, March 31, 2025** | **93,827** | **25,133** | **$ 830** | **$ 598,058** | **$ (167,174)** | **$ 1,744,527** | **$ (9,305)** | **$ 2,166,936** | **$ 20,648** | **$ 2,187,584** |
| Stock options exercised and stock awards | 146 | – | 1 | 1,709 | – | – | – | 1,710 | – | 1,710 |
| Stock-based compensation related to stock options, restricted shares and employee stock purchase plan | – | – | – | 8,289 | – | – | – | 8,289 | – | 8,289 |
| Vesting of restricted share awards | – | – | – | (273) | – | – | – | (273) | – | (273) |
| Issuance of common stock under employee stock purchase plan | – | – | – | – | – | – | – | – | – | – |
| Common stock repurchases | (2,288) | (210) | – | – | (86,143) | – | – | (86,143) | – | (86,143) |
| Cash dividends declared on Class A common stock | – | – | – | – | – | (10,994) | – | (10,994) | – | (10,994) |
| Cash dividends declared on Class B common stock | – | – | – | – | – | (3,159) | – | (3,159) | – | (3,159) |
| Foreign currency translation adjustment | – | – | – | – | – | – | 5,027 | 5,027 | – | 5,027 |
| Net income | – | – | – | – | – | 72,438 | – | 72,438 | 551 | 72,989 |
| **Balance, June 30, 2025** | **91,685** | **24,923** | **$ 831** | **$ 607,783** | **$ (253,317)** | **$ 1,802,812** | **$ (4,278)** | **$ 2,153,831** | **$ 21,200** | **$ 2,175,031** |
| Stock options exercised and stock awards | 269 | – | **2** | 11,665 | – | – | – | 11,667 | – | 11,667 |
| Stock-based compensation related to stock options, restricted shares and employee stock purchase plan | – | – | – | 4,814 | – | – | – | 4,814 | – | 4,814 |
| Issuance of common stock under employee stock purchase plan | 131 | – | 1 | 3,818 | – | – | – | 3,819 | – | 3,819 |
| Common stock repurchases | (173) | (72) | – | – | (9,178) | – | – | (9,178) | – | (9,178) |
| Cash dividends declared on Class A common stock | – | – | – | – | – | (11,639) | – | (11,639) | – | (11,639) |
| Cash dividends declared on Class B common stock | – | – | – | – | – | (3,326) | – | (3,326) | – | (3,326) |
| Foreign currency translation adjustment | – | – | – | – | – | – | (2,179) | (2,179) | – | (2,179) |
| Net income | – | – | – | – | – | 66,690 | – | 66,690 | 1,048 | 67,738 |
| **Balance, September 30, 2025** | **91,912** | **24,851** | **$ 834** | **$ 628,080** | **$ (262,495)** | **$ 1,854,537** | **$ (6,457)** | **$ 2,214,499** | **$ 22,248** | **$ 2,236,747** |

The accompanying notes are an integral part of these consolidated financial statements.

RUSH ENTERPRISES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In Thousands)
(Unaudited)

| | Nine Months Ended September 30, | |
|---|---|---|
| | 2026 | 2025 |
| **Cash flows from operating activities:** | | |
| Net income | $ 213,584 | $ 201,344 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 195,501 | 188,390 |
| (Gain) loss on sale of property and equipment, net | 523 | (131) |
| Stock-based compensation expense related to employee stock options and employee stock purchases | 26,594 | 26,817 |
| Provision for deferred income tax expense | 8,470 | 19,344 |
| Change in accounts and notes receivable, net | (50,740) | 82,580 |
| Change in inventories, net | (109,458) | 206,451 |
| Change in prepaid expenses and other, net | 28,822 | (18,301) |
| Change in trade accounts payable | 68,666 | 36,310 |
| Payments on floor plan notes payable – trade, net | (120,000) | - |
| Change in customer deposits | (1,926) | (7,995) |
| Change in accrued expenses | (2,784) | 15,422 |
| Other, net | 325 | (1,286) |
| Net cash provided by operating activities | 257,577 | 748,945 |
| **Cash flows from investing activities:** | | |
| Acquisition of property and equipment | (230,031) | (318,828) |
| Proceeds from the sale of property and equipment | 850 | 7,379 |
| Change in notes receivable from affiliate | 970 | 2,830 |
| Business acquisition, net of cash acquired | (54,969) | (24,262) |
| Other | (45,021) | 2,664 |
| Net cash used in investing activities | (328,201) | (330,217) |
| **Cash flows from financing activities:** | | |
| Draws (payments) on floor plan notes payable – non-trade, net | 162,796 | (91,618) |
| Proceeds from long-term debt | 85,176 | 838,730 |
| Principal payments on long-term debt | (104,665) | (985,239) |
| Principal payments on finance lease obligations | (16,746) | (12,282) |
| Proceeds from issuance of shares relating to equity awards and employee stock purchases | 28,620 | 15,026 |
| Taxes paid related to net share settlement of equity awards | (9,511) | (1,392) |
| Payments of cash dividends | (46,887) | (43,727) |
| Cancellation of shares and par value adjustment | 418 | - |
| Common stock repurchased | (14,617) | (124,443) |
| Net cash provided by (used in) financing activities | 84,584 | (404,945) |
| **Net increase in cash, cash equivalents and restricted cash** | 13,960 | 13,783 |
| Effect of exchange rate on cash | (205) | 91 |
| Cash, cash equivalents and restricted cash, beginning of period | 212,645 | 228,131 |
| **Cash, cash equivalents and restricted cash, end of period** | $ 226,400 | $ 242,005 |
| **Supplemental disclosure of cash flow information:** | | |
| Cash paid during the period for: | | |
| Interest | $ 20,855 | $ 42,617 |
| Income taxes, net of refunds | $ 15,312 | $ 42,542 |
| Noncash activities: | | |
| Assets acquired under finance leases | $ 16,344 | $ 24,538 |

The accompanying notes are an integral part of these consolidated financial statements.

**RUSH ENTERPRISES, INC. AND SUBSIDIARIES**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**
**(Unaudited)**

## 1 – Principles of Consolidation and Basis of Presentation

The unaudited interim consolidated financial statements included herein have been prepared by Rush Enterprises, Inc. and its subsidiaries (collectively referred to as the "Company"), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). All adjustments have been made to the accompanying interim consolidated financial statements, which, in the opinion of the Company's management, are necessary for a fair presentation of its operating results. All adjustments are of a normal recurring nature. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. It is recommended that these interim consolidated financial statements be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2025. Results of operations for interim periods are not necessarily indicative of results that may be expected for any other interim periods or the full fiscal year.

*Restricted Cash*

Restricted cash consists of deposits for the statutory restriction on cash related to the Company's captive insurance company of $7.6 million as of September 30, 2026.

*Stock Split*

On July 28, 2026, the Company's Board of Directors declared a three-for-two stock split with respect to both the Company's Class A and Class B common stock, which was effected in the form of a stock dividend. On August 31, 2026, the Company distributed one additional share of stock for every two shares of Class A common stock, par value $0.01 per share, and Class B common stock, par value $0.01 per share, held by shareholders of record as of August 11, 2026. All share and per share data in this Form 10-Q have been adjusted and restated to reflect the stock split as if it occurred on the first day of the earliest period presented.

*Treasury Stock*

During the third quarter of 2026, the Company cancelled and retired 6,972,804 shares of Class A common stock and 3,584,942 shares of Class B common stock previously held as treasury stock. The cancellation reduced treasury stock by $336.5 million, with the corresponding amounts recorded to common stock, additional paid-in capital and retained earnings. The transaction had no material impact on total shareholders' equity.

*Foreign Currency Transactions*

The functional currency of the Company's foreign subsidiary, Rush Truck Centres of Canada Limited ("RTC Canada"), is the local currency, the Canadian dollar. Results of operations for RTC Canada are translated to USD using the average exchange rate on a monthly basis during each quarter. The assets and liabilities of RTC Canada are translated into USD using the exchange rate in effect on the balance sheet date. The related translation adjustments are recorded as a separate component of the Company's Consolidated Statements of Shareholders' Equity in accumulated other comprehensive income (loss).

## 2 – Commitments and Contingencies

From time to time, the Company is involved in litigation arising out of its operations in the ordinary course of business. The Company maintains liability insurance through self-insurance, a captive insurer and third-party excess insurance, including product liability coverage, in amounts deemed adequate by management. However, an uninsured or partially insured claim, or claim for which indemnification is not available, could have a material adverse effect on the Company's financial condition or results of operations. As of September 30, 2026, the Company believes that there are no pending claims or litigation, individually or in the aggregate, that are reasonably possible to have a material adverse effect on its financial position or results of operations. However, due to the inherent uncertainty of litigation, there can be no assurance that the resolution of any particular claim or proceeding would not have a material adverse effect on the Company's financial condition or results of operations for the fiscal period in which such resolution occurred.

**3 – Earnings Per Share**

The following table sets forth the computation of basic and diluted earnings per share (in thousands, except per share amounts):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| Numerator: | | | | |
| Numerator for basic and diluted earnings per share – Net income available to common shareholders | $ 78,043 | $ 66,690 | $ 212,258 | $ 199,450 |
| Denominator: | | | | |
| Denominator for basic earnings per share – weighted average shares outstanding | 116,956 | 117,353 | 116,706 | 118,139 |
| Effect of dilutive securities– Employee stock options and restricted stock awards | 3,499 | 3,537 | 3,565 | 3,612 |
| Denominator for diluted earnings per share – adjusted weighted average shares outstanding and assumed conversions | 120,455 | 120,890 | 120,271 | 121,751 |
| Basic earnings per common share | $ 0.67 | $ 0.57 | $ 1.82 | $ 1.69 |
| Diluted earnings per common share and common share equivalents | $ 0.65 | $ 0.55 | $ 1.76 | $ 1.64 |

Options to purchase shares of common stock that were outstanding for the three months and nine months ended September 30, 2026 and 2025 that were not included in the computation of diluted earnings per share because the effect would have been anti-dilutive are as follows (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| Weighted average anti-dilutive stock options | 245 | 1,120 | 469 | 1,092 |

**4 – Stock Options and Restricted Stock Awards**

*Valuation and Expense Information*

The Company accounts for stock-based compensation in accordance with Accounting Standards Codification ("ASC") 718-10, *Compensation – Stock Compensation,* which requires the measurement and recognition of compensation expense for all share-based payment awards made to the Company's employees and directors, including employee stock options, restricted stock awards and employee stock purchases related to the Employee Stock Purchase Plan, based on estimated fair values.

Stock-based compensation expense, calculated using the Black-Scholes option-pricing model for employee stock options and the grant price for restricted stock awards, and included in selling, general and administrative expense, was $5.3 million for the three months ended September 30, 2026, and $4.8 million for the three months ended September 30, 2025. Stock-based compensation expense included in selling, general and administrative expense, was $26.6 million for the nine months ended September 30, 2026, and $26.8 million for the nine months ended September 30, 2025.

As of September 30, 2026, the Company had $16.3 million of unrecognized compensation expense related to non-vested employee stock options to be recognized over a weighted-average period of 2.3 years and $16.8 million of unrecognized compensation cost related to non-vested restricted stock awards to be recognized over a weighted-average period of 1.3 years.

**5 – Financial Instruments and Fair Value**

The Company measures certain financial assets and liabilities at fair value on a recurring basis. Financial instruments consist primarily of cash, accounts receivable, accounts payable and floor plan notes payable. The carrying values of the Company's financial instruments approximate fair value due either to their short-term nature or existence of variable interest rates, which approximate market rates. Certain methods and assumptions were used by the Company in estimating the fair value of financial instruments as of September 30, 2026, and December 31, 2025. The carrying value of current assets and current liabilities approximates the fair value due to the short maturity of these items.

Under the fair value hierarchy established by ASC 820-10-35, the inputs used to determine the market value of the Company's debt are classified as Level 2. Because the Company's debt is not quoted, estimates are based on each obligation's characteristics, including remaining maturities, variable interest rates, credit rating, collateral and liquidity. Accordingly, the Company concluded that the valuation measurement inputs of its long-term debt represent, at its lowest level, current market interest rates available to the Company for similar debt and the Company's current credit standing. Thus, the carrying amount of such debt approximates fair value.

**6 – Segment Information**

The Company reports information based on operating segments identified in accordance with how the chief operating decision maker ("CODM") evaluates business performance and allocates resources. As of the reporting period, the Company operates with one CODM: W.M. "Rusty" Rush, the Chief Executive Officer, President and Chairman of the Board.

As of the reporting period, the Company currently has one reportable business segment - the Truck Segment. The Truck Segment includes the Company's operation of a network of commercial vehicle dealerships in the United States and Ontario, Canada that provide an integrated one-stop source for the commercial vehicle needs of its customers, including retail sales of new and used commercial vehicles; aftermarket parts sales, service and collision center facilities; vehicle upfitting and financial services, including the financing of new and used commercial vehicle purchases, insurance products and truck leasing and rentals. The commercial vehicle dealerships are deemed a single reporting unit because they have similar economic characteristics. The Company's CODM considers the entire Truck Segment, not individual dealerships or departments within its dealerships, when making decisions about resources to be allocated to the segment and assessing its performance.

In addition to the Truck Segment, the Company generates revenue from two additional operating segments: Retail Tire Sales and Insurance Services. These operating segments do not meet the quantitative thresholds for separate reporting as specified under the guidance of Accounting Standards Update ("ASU") 2023-07. Therefore, they are consolidated under the "All Other" category in the segment disclosures below. These segments share accounting policies consistent with the summary of significant accounting policies.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies. The Company evaluates performance based on segment operating income.

The following table contains summarized information about reportable segment revenues, segment income or loss from continuing operations and segment assets for the periods ended September 30, 2026 and 2025 (in thousands):

| | Truck Segment | All Other | Totals |
|---|---|---|---|
| *As of and for the three months ended September 30, 2026* | | | |
| Revenues from external customers | $ 2,109,098 | $ 4,000 | $ 2,113,098 |
| Cost of products sold | 1,725,563 | 569 | 1,726,132 |
| Controllable expenses | 231,312 | 1,651 | 232,963 |
| Allocated expenses | 43,918 | 2,086 | 46,004 |
| **Segment operating income** | **$ 108,305** | **$ (306)** | **$ 107,999** |
| Other income, net | 186 | - | 186 |
| Interest income | 1,297 | - | 1,297 |
| Interest expense | 6,971 | 94 | 7,065 |
| Income taxes | 23,534 | - | 23,534 |
| **Net income** | **$ 79,282** | **$ (399)** | **$ 78,883** |
| Segment assets | 4,676,356 | 61,340 | 4,737,696 |
| Capital expenditures | 84,254 | - | 84,254 |
| Depreciation and amortization | 18,508 | 147 | 18,655 |
| | | | |
| *As of and for the nine months ended September 30, 2026* | | | |
| Revenues from external customers | $ 5,685,071 | $ 11,895 | $ 5,696,966 |
| Cost of products sold | 4,603,058 | 1,467 | 4,604,525 |
| Controllable expenses | 664,510 | 4,416 | 668,926 |
| Allocated expenses | 129,663 | 6,459 | 136,122 |
| **Segment operating income** | **$ 287,841** | **$ (448)** | **$ 287,393** |
| Other loss, net | (804) | - | (804) |
| Interest income | 5,153 | - | 5,153 |
| Interest expense | 21,376 | 282 | 21,658 |
| Income taxes | 56,500 | - | 56,500 |
| **Net income** | **$ 214,314** | **$ (730)** | **$ 213,584** |
| Segment assets | 4,676,356 | 61,340 | 4,737,696 |
| Capital expenditures | 230,031 | - | 230,031 |
| Depreciation and amortization | 55,994 | 447 | 56,441 |

| | Truck Segment | All Other | Totals |
|---|---|---|---|
| *As of and for the three months ended September 30, 2025* | | | |
| Revenues from external customers | $ 1,876,793 | $ 3,972 | $ 1,880,765 |
| Cost of products sold | 1,505,469 | 544 | 1,506,013 |
| Controllable expenses | 223,311 | 1,488 | 224,799 |
| Allocated expenses | 47,876 | 2,047 | 49,923 |
| **Segment operating income** | **$ 100,137** | **$ (107)** | **$ 100,030** |
| Other (loss), net | (438) | - | (438) |
| Interest income | 586 | - | 586 |
| Interest expense | 12,209 | 95 | 12,304 |
| Income taxes | 20,136 | - | 20,136 |
| **Net income** | **$ 67,940** | **$ (202)** | **$ 67,738** |
| Segment assets | 4,492,954 | 60,108 | 4,553,062 |
| Capital expenditures | 108,811 | - | 108,811 |
| Depreciation and amortization | 18,006 | 149 | 18,155 |
| | | | |
| *As of and for the nine months ended September 30, 2025* | | | |
| Revenues from external customers | $ 5,650,359 | $ 11,943 | $ 5,662,302 |
| Cost of products sold | 4,548,630 | 1,489 | 4,550,119 |
| Controllable expenses | 670,744 | 4,705 | 675,449 |
| Allocated expenses | 129,086 | 5,543 | 134,629 |
| **Segment operating income** | **$ 301,899** | **$ 206** | **$ 302,105** |
| Other (loss), net | (1,250) | - | (1,250) |
| Interest income | 1,409 | - | 1,409 |
| Interest expense | 38,439 | 277 | 38,716 |
| Income taxes | 62,204 | - | 62,204 |
| **Net income** | **$ 201,415** | **$ (71)** | **$ 201,344** |
| Segment assets | 4,492,954 | 60,108 | 4,553,062 |
| Capital expenditures | 349,242 | - | 349,242 |
| Depreciation and amortization | 52,585 | 437 | 53,022 |

**7 – Income Taxes**

The Company had unrecognized income tax benefits totaling $7.9 million as a component of accrued liabilities as of September 30, 2026 and December 31, 2025, the total of which, if recognized, would impact the Company's effective tax rate. An unfavorable settlement would require a charge to income tax expense and a favorable resolution would be recognized as a reduction to income tax expense. The Company recognizes interest accrued related to unrecognized tax benefits in income tax expense. The Company had approximately $625,000 accrued for the payment of interest as of September 30, 2026 and December 31, 2025. No amounts were accrued for penalties.

**8 – Revenue**

The Company's non-lease and rental revenues are primarily generated from the sale of finished products to customers. Those sales predominantly contain a single delivery element and revenues from such sales are recognized when the customer obtains control, which is typically when the finished product is delivered to the customer. The Company's material revenue streams have been identified as the following: the sale of new and used commercial vehicles, arrangement of associated commercial vehicle financing and insurance contracts, the performance of commercial vehicle repair services and the sale of commercial vehicle parts. Taxes collected from customers relating to product sales and remitted to governmental authorities are excluded from revenues.

The following table summarizes the Company's disaggregated revenue by revenue source, excluding lease and rental revenue, for the three months and nine months ended September 30, 2026 and 2025 (in thousands):

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| | September 30, 2026 | September 30, 2025 | September 30, 2026 | September 30, 2025 |
| Commercial vehicle sales revenue | $ 1,324,922 | $ 1,134,856 | $ 3,429,057 | $ 3,457,130 |
| Parts revenue | 404,474 | 381,628 | 1,166,824 | 1,117,818 |
| Commercial vehicle repair service revenue | 275,460 | 261,030 | 785,963 | 780,166 |
| Finance revenue | 3,125 | 2,336 | 8,198 | 6,466 |
| Insurance revenue | 3,017 | 3,239 | 9,919 | 9,873 |
| Other revenue | 3,895 | 4,372 | 11,676 | 14,168 |
| Total | $ 2,014,893 | $ 1,787,461 | $ 5,411,637 | $ 5,385,621 |

All of the Company's performance obligations and associated revenues are generally transferred to customers at a point in time. The Company did not have any material contract assets or contract liabilities on the balance sheet as of September 30, 2026. Revenues related to commercial vehicle sales, parts sales, commercial vehicle repair service, finance and the majority of other revenues are related to the Truck Segment.

**9 – Leases**

*Lease of Vehicles as Lessor*

The Company primarily leases commercial vehicles that the Company owns to customers over periods of one to ten years. The Company does not separate lease and nonlease components. Nonlease components typically consist of maintenance and licensing for the commercial vehicle. The variable nonlease components are generally based on mileage. Some leases contain an option for the lessee to purchase the commercial vehicle at the end of the lease term.

The Company's policy is to depreciate its lease and rental fleet using a straight-line method over each customer's contractual lease term. The lease unit is depreciated to a residual value that approximates fair value at the expiration of the lease term. This policy results in the Company realizing reasonable gross margins while the unit is in service and a corresponding gain or loss on sale when the unit is sold at the end of the lease term.

Lease and rental income during the three and nine months ended September 30, 2026 and September 30, 2025 consisted of the following (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| Minimum rental payments | $ 85,908 | $ 81,809 | $ 250,520 | $ 243,321 |
| Nonlease payments | 12,297 | 11,495 | 34,809 | 33,360 |
| Total | $ 98,205 | $ 93,304 | $ 285,329 | $ 276,681 |

**10 – Accumulated Other Comprehensive Income (Loss)**

The following table shows the components of accumulated other comprehensive income (loss) (in thousands):

| | |
|---|---|
| Balance as of December 31, 2025 | $ (4,813) |
| Foreign currency translation adjustment | (1,999) |
| Balance as of March 31, 2026 | $ (6,812) |
| Foreign currency translation adjustment | (2,066) |
| Balance as of June 30, 2026 | $ (8,878) |
| Foreign currency translation adjustment | (1,384) |
| Balance as of September 30, 2026 | $ (10,262) |

The functional currency of the Company's foreign subsidiary, RTC Canada, is its local currency. Results of operations for RTC Canada are translated to USD using the average exchange rate on a monthly basis during each quarter. The assets and liabilities of RTC Canada are translated into USD using the exchange rates in effect on the balance sheet date. The related translation adjustments are recorded in a separate component of shareholders' equity in accumulated other comprehensive income (loss) and the statement of comprehensive income.

**11 – Accounts Receivable and Allowance for Credit Losses**

The Company establishes an allowance for credit losses to present the net amount of accounts receivable expected to be collected. Under ASU No. 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, the Company is required to remeasure expected credit losses for financial instruments held on the reporting date based on historical experience, current conditions and reasonable forecasts.

Accounts receivable consists primarily of commercial vehicle sales receivables, manufacturers' receivables and leasing, parts and service sales receivables and other trade receivables. The Company maintains an allowance for credit losses based on the probability of default, its historical rate of losses, aging and current economic conditions. The Company writes off account balances when it has exhausted reasonable collection efforts and determined that the likelihood of collection is remote. These write-offs are charged against the allowance for credit losses.

The following table summarizes the changes in the allowance for credit losses (in thousands):

| | Balance December 31, 2025 | Provision for the Nine Months Ended September 30, 2026 | Write offs Against Allowance, net of Recoveries | Balance September 30, 2026 |
|---|---|---|---|---|
| Commercial vehicle receivables | $ 68 | $ 18 | $ - | $ 86 |
| Manufacturers' receivables | 919 | 3,164 | 3,385 | 698 |
| Leasing, parts and service receivables | 1,505 | 2,392 | 2,377 | 1,520 |
| Other receivables | 10 | 23 | 9 | 24 |
| Total | $ 2,502 | $ 5,597 | $ 5,771 | $ 2,328 |

**12 – Acquisitions and Equity Method Investment**

The following acquisitions, unless otherwise noted, were considered business combinations accounted for under ASC 805 "Business Combinations." Pro forma information was not included in accordance with ASC 805 because the acquisitions were not considered material.

On June 16, 2025, RTC Canada acquired 100% of the outstanding shares of Leeds Transit, Inc. The acquisition included IC Bus and Collins Bus franchised commercial vehicle dealership locations in Elgin and Woodstock, Ontario and a sales office in St-Roch-de-l'Achigan, Quebec, along with commercial vehicle and parts inventory. The transaction was valued at approximately $25.6 million, with the purchase price paid in cash, with borrowings made pursuant to RTC Canada's floor plan credit agreement and a mortgage to finance the real estate.

On June 15, 2026, RTC Canada acquired 100% of the outstanding shares of Carrier Truck Center, Inc. The acquisition included International commercial vehicle dealership franchises in Brantford, Windsor, London, Sarnia and Woodstock, Ontario, along with commercial vehicle and parts inventory and an Idealease franchise. The transaction was valued at approximately $18.0 million, with the purchase price paid in cash, with borrowings made pursuant to RTC Canada's floor plan credit agreements and a $10.0 million CAD term loan.

On June 29, 2026, the Company acquired certain assets of Peterbilt of Louisiana, which included Peterbilt commercial vehicle franchises in Baton Rouge, Lafayette, Lake Charles, New Orleans and Houma, along with real estate in Baton Rouge, Lafayette and two locations in Mississippi, and commercial vehicle and parts inventory. The transaction was valued at approximately $46.8 million, with the purchase price paid in cash.

On August 31, 2026, the Company acquired 50% of the equity interest in MCT Holdco, LLC ("MCT"), one of the largest Carrier Transicold dealers in the United States. MCT operates a network of 17 truck, trailer and rail refrigeration and auxiliary power unit locations in California, Nebraska, Kansas, North Carolina, South Carolina and Virginia. MCT is accounted for as an equity method investment. As of September 30, 2026, the Company's investment in MCT is $47.5 million and is reported in Other Assets on the Consolidated Balance Sheet.

**ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

*Certain statements contained in this Form 10-Q (or otherwise made by the Company or on the Company's behalf from time to time in other reports, filings with the Securities and Exchange Commission ("SEC"), news releases, conferences, website postings or otherwise) that are not statements of historical fact constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), notwithstanding that such statements are not specifically identified. Forward-looking statements include statements about the Company's financial position, business strategy and plans and objectives of management of the Company for future operations. These forward-looking statements reflect the best judgments of the Company about the future events and trends based on the beliefs of the Company's management as well as assumptions made by and information currently available to the Company's management. Use of the words "may," "should," "continue," "plan," "potential," "anticipate," "believe," "estimate," "expect" and "intend" and words or phrases of similar import, as they relate to the Company or its subsidiaries or Company management, are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. Forward-looking statements reflect our current view of the Company with respect to future events and are subject to risks and uncertainties that could cause actual results to differ materially from those in such statements. Please read Item 1A. "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2025, for a discussion of certain of those risks. Other unknown or unpredictable factors could also have a material adverse effect on future results. Although the Company believes that its expectations are reasonable as of the date of this Form 10-Q, it can give no assurance that such expectations will prove to be correct. The Company does not intend to update or revise any forward-looking statements unless securities laws require it to do so, and the Company undertakes no obligation to publicly release any revisions to forward-looking statements, whether because of new information, future events or otherwise.*

The following comments should be read in conjunction with the Company's consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q.

**Note Regarding Trademarks Commonly Used in the Company's Filings**

*Peterbilt® is a registered trademark of Peterbilt Motors Company. PACCAR® is a registered trademark of PACCAR, Inc. PacLease® is a registered trademark of PACCAR Leasing Corporation. International® is a registered trademark of International Motors, LLC (f/k/a Navistar, Inc.). Idealease® is a registered trademark of Idealease, Inc. aka Idealease of North America, Inc. Blue Bird® is a registered trademark of Blue Bird Investment Corporation. IC Bus® is a registered trademark of IC Bus, LLC. Hino® is a registered trademark of Hino Motors, Ltd. Isuzu® is a registered trademark of Isuzu Motors Limited. Ford® is a registered trademark of Ford Motor Company. Cummins® is a registered trademark of Cummins, Inc. Carrier Transicold®* is a registered trademark of Carrier Corporation. *This report contains additional trade names or trademarks of other companies. Our use of such trade names or trademarks should not imply any endorsement or relationship with such companies.*

**General**

Rush Enterprises, Inc. was incorporated in Texas in 1965 and consists of one reportable segment, the Truck Segment, and conducts business through its subsidiaries. Our principal offices are located at 555 IH 35 South, Suite 500, New Braunfels, Texas 78130.

We are a full-service, integrated retailer of commercial vehicles and related services. The Truck Segment includes our operation of a network of commercial vehicle dealerships under the name "Rush Truck Centers." Rush Truck Centers primarily sell commercial vehicles manufactured by Peterbilt, International, Hino, Ford, Isuzu, IC Bus and Blue Bird. Through our strategically located network of Rush Truck Centers, we provide one-stop service for the needs of our commercial vehicle customers, including retail sales of new and used commercial vehicles, aftermarket parts sales, service and repair facilities, financing, leasing and rental, and insurance products.

Our Rush Truck Centers are principally located in high traffic areas throughout the United States and Ontario, Canada. Since commencing operations as a Peterbilt heavy-duty truck dealer in 1966, we have grown to operate over 160 Rush Truck Centers in 24 states. We own an 80% equity interest in Rush Truck Centres of Canada Limited ("RTC Canada"). RTC Canada currently owns and operates 17 International dealerships and 2 IC Bus dealership locations in Ontario. RTC Canada also sells IC Buses in Quebec and the provinces of New Brunswick, Nova Scotia and Prince Edward Island. The operating results of RTC Canada are consolidated in the Consolidated Statements of Operations, the Statements of Comprehensive Income, the Consolidated Balance Sheets and commercial vehicle unit sales data.

Our business strategy consists of providing solutions to the commercial vehicle industry through our network of commercial vehicle dealerships. We offer an integrated approach to meeting customer needs by providing service, parts and collision repairs in addition to new and used commercial vehicle sales and leasing, plus financial services, vehicle upfitting, vehicle telematics products, CNG fuel systems through our joint venture with Cummins, and refrigeration and auxiliary power units through our joint venture in MCT. We intend to continue to implement our business strategy, reinforce customer loyalty and remain a market leader by continuing to develop our Rush Truck Centers as we expand our product offerings and extend our dealership network through strategic acquisitions of new locations and opening new locations in our existing areas of operation to enable us to better serve our customers. We also intend to continue to grow by acquiring or investing in businesses that are adjacent to our commercial vehicle dealership business.

**Outlook**

A.C.T. Research Co., LLC ("A.C.T. Research"), a commercial vehicle industry data and forecasting service provider, currently forecasts new U.S. Class 8 retail truck sales to be 229,400 units in 2026, which would represent a 7.9% increase compared to 212,700 units in 2025. While new Class 8 truck demand remains healthy, quoting and new order activity has slowed recently as the industry awaits the Environmental Protection Agency's ("EPA") final rules with respect to its model year 2027 emissions regulations. We expect that new Class 8 truck orders will normalize once customers have more information from both the EPA and manufacturers. We expect our U.S. market share of new Class 8 truck sales to range between 6.3% and 6.5% in 2026 based on A.C.T. Research's current forecast. This market share percentage would result in the sale of approximately 14,500 to 15,000 new Class 8 trucks in 2026. We expect to sell approximately 450 new Class 8 trucks in Canada in 2026.

With respect to new U.S. Class 4 through 7 retail commercial vehicle sales, A.C.T. Research currently forecasts sales to be 218,575 units in 2026, which would represent a 0.5% increase compared to 217,472 units in 2025. We believe that demand for new medium-duty vehicles will remain stable for the remainder of the year, although production delays may impact the timing of deliveries. We expect our U.S. market share of new Class 4 through 7 commercial vehicle sales to range between 5.3% and 5.5% in 2026 based on A.C.T. Research's current forecast. This market share percentage would result in the sale of approximately 11,500 to 12,000 new Class 4 through 7 commercial vehicles in 2026. We expect to sell approximately 1,000 new Class 5 through 7 commercial vehicles in Canada in 2026.

We expect to sell approximately 3,500 light-duty vehicles and approximately 7,000 used commercial vehicles in 2026, and we expect lease and rental revenue to increase approximately 3.2% during 2026, compared to 2025.

With respect to our parts, service, and collision center (collectively referred to herein as "Aftermarket Products and Services") operations, while the aftermarket recovery continues to trail the improvements in new commercial vehicle sales, we expect aftermarket demand to gradually improve through the end of the year, subject to normal seasonal patterns.

**Critical Accounting Estimates**

The preparation of our interim unaudited consolidated financial statements in accordance with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and the related disclosures of contingent assets and liabilities in our interim unaudited consolidated financial statements and accompanying notes. In accordance with GAAP, we base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances. We evaluate our estimates, judgments and assumptions on an ongoing basis, and while we believe that our estimates, judgments and assumptions are reasonable, they are based upon information available at the time. Actual results might differ from these estimates under different assumptions or conditions.

Our significant accounting policies are discussed in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" under the heading "Critical Accounting Policies and Estimates" in our Form 10-K. There were no material changes to our significant accounting policies.

**Results of Operations**

The following discussion and analysis includes our historical results of operations for the three months and nine months ended September 30, 2026 and 2025.

The following table sets forth certain financial data as a percentage of total revenues for the periods indicated:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| **Revenue** | | | | |
| New and used commercial vehicle sales | 62.7% | 60.3% | 60.2% | 61.1% |
| Aftermarket products and services sales | 32.2 | 34.2 | 34.3 | 33.5 |
| Lease and rental sales | 4.6 | 5.0 | 5.0 | 4.8 |
| Finance and insurance | 0.3 | 0.3 | 0.3 | 0.3 |
| Other | 0.2 | 0.2 | 0.2 | 0.3 |
| **Total revenues** | 100.0 | 100.0 | 100.0 | 100.0 |
| Cost of products sold | 81.7 | 80.1 | 80.8 | 80.4 |
| **Gross profit** | 18.3 | 19.9 | 19.2 | 19.6 |
| Selling, general and administrative | 12.3 | 13.6 | 13.1 | 13.4 |
| Depreciation and amortization | 0.9 | 1.0 | 1.0 | 0.9 |
| Gain (loss) on sale of assets | 0.0 | 0.0 | 0.0 | 0.0 |
| **Operating income** | 5.1 | 5.3 | 5.0 | 5.3 |
| Other income | 0.0 | 0.0 | 0.0 | 0.0 |
| Interest (income) expense, net | 0.3 | 0.6 | 0.3 | 0.7 |
| Income before income taxes | 4.8 | 4.7 | 4.7 | 4.7 |
| Provision for income taxes | 1.1 | 1.1 | 1.0 | 1.1 |
| **Net income** | 3.7 | 3.6 | 3.7 | 3.6 |
| Less: Net income attributable to noncontrolling interest | 0.0 | 0.1 | 0.0 | 0.0 |
| **Net income attributable to Rush Enterprises, Inc.** | 3.7% | 3.5% | 3.7% | 3.6% |

The following table sets forth for the periods indicated the percent of gross profit by revenue source:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| **Gross Profit:** | | | | |
| New and used commercial vehicle sales | 27.2% | 26.7% | 25.6% | 27.4% |
| Aftermarket products and services sales | 62.8 | 63.7 | 64.3 | 62.8 |
| Lease and rental sales | 7.4 | 6.9 | 7.4 | 7.0 |
| Finance and insurance | 1.6 | 1.5 | 1.7 | 1.5 |
| Other | 1.0 | 1.2 | 1.0 | 1.3 |
| Total gross profit | 100.0% | 100.0% | 100.0% | 100.0% |

The following table sets forth the unit sales and revenues for new heavy-duty, new medium-duty, new light-duty and used commercial vehicles and our absorption ratio (revenue in millions):

| | Three Months Ended September 30, | | | Nine Months Ended September 30, | | |
|---|---|---|---|---|---|---|
| | 2026 | 2025 | % Change | 2026 | 2025 | % Change |
| **Vehicle unit sales:** | | | | | | |
| New heavy-duty vehicles | 3,994 | 3,215 | 24.2% | 10,318 | 9,696 | 6.4% |
| New medium-duty vehicles | 3,819 | 3,427 | 11.4% | 9,370 | 10,559 | (11.3)% |
| New light-duty vehicles | 1,418 | 858 | 65.3% | 2,841 | 2,031 | 39.9% |
| Total new vehicle unit sales | 9,231 | 7,500 | 23.1% | 22,529 | 22,286 | 1.1% |
| Used vehicles | 1,913 | 1,814 | 5.5% | 5,566 | 5,298 | 5.1% |
| **Vehicle revenue:** | | | | | | |
| New heavy-duty vehicles | $ 701.7 | 591.8 | 18.6% | $ 1,875.7 | 1,849.8 | 1.4% |
| New medium-duty vehicles | 436.2 | 393.8 | 10.8% | 1,080.7 | 1,185.9 | (8.9)% |
| New light-duty vehicles | 74.5 | 49.6 | 50.2% | 156.2 | 121.5 | 28.6% |
| Total new vehicle revenue | $ 1,212.4 | $ 1,035.2 | 17.1% | $ 3,112.6 | $ 3,157.2 | (1.4)% |
| Used vehicle revenue | $ 101.7 | $ 95.3 | 6.7% | $ 296.5 | $ 281.1 | 5.5% |
| Other vehicle revenue(1) | $ 10.9 | $ 4.3 | 153.1% | $ 19.9 | $ 18.8 | 5.9% |
| **Dealership absorption ratio:** | 128.3% | 129.3% | (0.8)% | 128.6% | 131.1% | (1.9)% |

(1) Includes sales of truck bodies, trailers and other new equipment.

**Key Performance Indicator**

*Absorption Ratio*

Management uses several performance metrics to evaluate the performance of our commercial vehicle dealerships and considers Rush Truck Centers' "absorption ratio" to be of critical importance. Our absorption ratio is calculated by dividing the gross profit from our Aftermarket Products and Services departments by the overhead expenses of all a dealership's departments, except for the selling expenses of the new and used commercial vehicle departments and carrying costs of new and used commercial vehicle inventory. When 100% absorption is achieved, the gross profit from the sale of a commercial vehicle, after sales commissions and inventory carrying costs, directly impacts operating profit. Our commercial vehicle dealerships achieved a 128.3% absorption ratio for the third quarter of 2026, compared to a 129.3% absorption ratio for the third quarter of 2025.

**Three Months Ended September 30, 2026 Compared to Three Months Ended September 30, 2025**

*Revenues*

Total revenues increased $232.3 million, or 12.4%, in the third quarter of 2026, compared to the third quarter of 2025. The increase in revenues was primarily the result of increased demand for new commercial vehicles.

Our Aftermarket Products and Services revenues totaled $679.9 million in the third quarter of 2026, up 5.8% from the third quarter of 2025. The increase in aftermarket products and service revenues was primarily the result of increased customer demand and the acquisition of a total of ten new dealerships in June 2026.

Revenues from sales of new and used commercial vehicles increased $190.1 million, or 16.7%, in the third quarter of 2026, compared to the third quarter of 2025. The increase in revenues from the sale of new and used commercial vehicles was primarily the result of increased demand from our over-the-road customers, resulting from improved freight rates.

We sold 3,880 new Class 8 vehicles in the United States during the third quarter of 2026, a 24.4% increase compared to 3,120 new Class 8 trucks sold in the third quarter of 2025. We sold 114 new Class 8 heavy-duty trucks in the third quarter of 2026 in Canada, a 20.0% increase compared to 95 new Class 8 heavy-duty trucks in the third quarter of 2025. The increase in revenues from the sale of new Class 8 commercial vehicles was primarily the result of increased demand from our over-the-road customers, resulting from improved freight rates.

We sold 3,265 new Class 4 through 7 medium-duty commercial vehicles in the United States, including 347 buses, during the third quarter of 2026, a 9.6% increase compared to 2,979 new medium-duty commercial vehicles, including 369 buses, in the third quarter of 2025. We sold 554 Class 5 through 7 medium-duty commercial vehicles, including 435 buses, in the third quarter of 2026 in Canada, a 23.7% increase compared to 448 new Class 5 through 7 commercial vehicles in the third quarter of 2025. The increase in new medium-duty commercial vehicle sales was primarily the result of the timing of deliveries to our larger fleet customers.

We sold 1,418 light-duty vehicles in the third quarter of 2026, a 65.3% increase compared to 858 light-duty vehicles sold in the third quarter of 2025. We sold 1,913 used commercial vehicles in the third quarter of 2026, a 5.5% increase compared to 1,814 used commercial vehicles in the third quarter of 2025.

Commercial vehicle lease and rental revenues increased $4.9 million, or 5.3%, in the third quarter of 2026, compared to the third quarter of 2025. This increase in commercial vehicle lease and rental revenues was primarily the result of increased rental rates and rental fleet utilization.

Finance and insurance revenues increased $0.6 million, or 10.2%, in the third quarter of 2026, compared to the third quarter of 2025. Finance and insurance revenues have limited direct costs and, therefore, contribute a disproportionate share of our operating profits.

*Gross Profit*

Gross profit increased $12.2 million, or 3.3%, in the third quarter of 2026, compared to the third quarter of 2025. Gross profit as a percentage of sales decreased to 18.3% in the third quarter of 2026, from 19.9% in the third quarter of 2025. Overall gross profit margins decreased primarily due to an increase in truck sales to large over-the-road fleet customers and aftermarket sales to our national account customers. Commercial vehicle sales, a lower margin revenue item, increased as a percentage of total revenues to 62.7% in the third quarter of 2026, from 60.3% in the third quarter of 2025. Aftermarket Products and Services revenues, a higher margin revenue item, decreased as a percentage of total revenues to 32.2% in the third quarter of 2026, from 34.2% in the third quarter of 2025.

Gross margins from our Aftermarket Products and Services operations decreased to 35.8% in the third quarter of 2026, from 37.2% in the third quarter of 2025. The decrease was primarily a result of an increase in the percentage of sales to national account customers and a competitive pricing environment. Gross profit for the Aftermarket Products and Services departments increased to $243.1 million in the third quarter of 2026, from $238.9 million in the third quarter of 2025. Historically, gross margins on parts sales range from 28% to 30% and gross margins on service and collision center operations range from 66% to 68%. We expect blended gross margins on Aftermarket Products and Services operations to range from 35.5% to 37.5% in 2026.

Gross margins on new Class 8 truck sales decreased to 7.2% in the third quarter of 2026, from 9.2% in the third quarter of 2025. The decrease was primarily a result of a change in customer mix. For 2026, we expect overall gross margins from new Class 8 truck sales of approximately 7.5% to 8.0%.

Gross margins on new Class 4 through 7 commercial vehicle sales decreased to 7.6% in the third quarter of 2026, from 8.1% in the third quarter of 2025. For 2026, we expect overall gross margins from new medium-duty commercial vehicle sales of approximately 7.5% to 8.0%, but this will largely depend upon the mix of purchasers and types of vehicles sold.

Gross margins on used commercial vehicle sales increased to 14.9% in the third quarter of 2026, from 10.9% in the third quarter of 2025. We expect margins on used commercial vehicles to range between 12.0% and 15.0% in 2026. The increase was primarily a result of healthy demand and a change in sales mix to more retail customers.

Gross margins from truck lease and rental sales increased to 29.0% in the third quarter of 2026, from 27.7% in the third quarter of 2025. We expect gross margins from lease and rental sales of approximately 28.0% to 30.0% during 2026.

Finance and insurance revenues and other income, as described above, have limited direct costs and, therefore, contribute a disproportionate share of gross profit.

*Selling, General and Administrative Expenses*

Selling, General and Administrative (“SG&A”) expenses increased $3.6 million, or 1.4%, in the third quarter of 2026, compared to the third quarter of 2025. SG&A expenses as a percentage of total revenues decreased to 12.3% in the third quarter of 2026, from 13.6% in the third quarter of 2025. Annual SG&A expenses as a percentage of total revenues have ranged from approximately 12.4% to 14.4% over the last five years. For 2026, we expect SG&A expenses as a percentage of total revenues to range from 13.0% to 14.0%. For 2026, we expect the selling portion of SG&A expenses to be approximately 25.0% to 30.0% of new and used commercial vehicle gross profit.

*Interest Expense, Net*

Net interest expense decreased $6.0 million, or 50.8%, in the third quarter of 2026, compared to the third quarter of 2025. We expect net interest expense in 2026 to decrease compared to 2025, but the amount of the change will depend on inventory levels, interest rate fluctuations and the amount of cash available to make prepayments on our floor plan arrangements.

*Income before Income Taxes*

As a result of the factors described above, income before income taxes increased $14.5 million, or 16.5%, in the third quarter of 2026, compared to the third quarter of 2025.

*Income Taxes*

Income taxes increased $3.4 million, or 16.9%, in the third quarter of 2026, compared to the third quarter of 2025. We provided for taxes at a 23.0% effective rate in the third quarter of 2026 compared to 22.9% in the third quarter of 2025. We expect our effective tax rate to be approximately 22.0% to 23.0% of pretax income in 2026.

**Nine Months Ended September 30, 2026 Compared to Nine Months Ended September 30, 2025**

Unless otherwise stated below, our variance explanations and future expectations with regard to the items discussed in this section are set forth in the discussion of the Three Months Ended September 30, 2026 Compared to Three Months Ended September 30, 2025.

*Revenues*

Total revenues increased $34.7 million, or 0.6%, in the first nine months of 2026, compared to the first nine months of 2025.

Aftermarket Products and Services revenues increased $54.8 million, or 2.9%, in the first nine months of 2026, compared to the first nine months of 2025.

Revenues from the sales of new and used commercial vehicles decreased $28.1 million, or 0.8%, in the first nine months of 2026, compared to the first nine months of 2025.

We sold 10,016 new Class 8 heavy-duty vehicles in the United States during the first nine months of 2026, a 6.0% increase compared to 9,452 new Class 8 heavy-duty trucks in the first nine months of 2025. According to A.C.T. Research, new U.S. Class 8 truck sales decreased 5.6% in the first nine months of 2026, compared to the first nine months of 2025. We sold 302 new Class 8 heavy-duty trucks in the first nine months of 2026 in Canada, a 23.8% increase compared to 244 new Class 8 heavy-duty trucks in the first nine months of 2025.

We sold 8,465 new Class 4 through 7 medium-duty commercial vehicles in the United States, including 892 buses, during the first nine months of 2026, a 13.7% decrease compared to 9,809 new Class 4 through 7 medium-duty commercial vehicles, including 1,038 buses, in the first nine months of 2025. A.C.T. Research estimates that unit sales of new Class 4 through 7 commercial vehicles, including buses, in the U.S. decreased 6.2% in the first nine months of 2026, compared to the first nine months of 2025. We sold 905 new Class 5 through 7 medium-duty commercial vehicles, including 607 buses, during the first nine months of 2026 in Canada, a 20.7% increase compared to 750 new Class 5 through 7 medium-duty commercial vehicles, including 291 buses, in the first nine months of 2025.

We sold 2,841 new light-duty commercial vehicles during the first nine months of 2026, a 39.9% increase compared to 2,031 light-duty commercial vehicles in the first nine months of 2025. We sold 5,566 used commercial vehicles during the first nine months of 2026, a 5.1% increase compared to 5,298 used commercial vehicles in the first nine months of 2025.

Truck lease and rental revenues increased $8.6 million, or 3.1%, in the first nine months of 2026, compared to the first nine months of 2025.

Finance and insurance revenues increased $1.8 million, or 10.9%, in the first nine months of 2026, compared to the first nine months of 2025.

*Gross Profit*

Gross profit decreased $19.7 million, or 1.8%, in the first nine months of 2026, compared to the first nine months of 2025. Gross profit as a percentage of sales decreased to 19.2% in the first nine months of 2026, from 19.6% in the first nine months of 2025.

Gross margins from our Aftermarket Products and Services operations decreased to 36.0% in the first nine months of 2026, from 36.9% in the first nine months of 2025. Gross profit for the Aftermarket Products and Services departments was $702.0 million in the first nine months of 2026, compared to $699.4 million in the first nine months of 2025.

Gross margins on new Class 8 truck sales decreased to 7.6% in the first nine months of 2026, from 8.9% in the first nine months of 2025.

Gross margins on new Class 4 through 7 medium-duty commercial vehicle sales remained flat at 7.8% in the first nine months of 2026, compared to the first nine months of 2025.

Gross margins on used commercial vehicle sales decreased to 13.6% in the first nine months of 2026, from 14.1% in the first nine months of 2025.

Gross margins from truck lease and rental sales increased to 28.4% in the first nine months of 2026, from 28.2% in the first nine months of 2025.

*Selling, General and Administrative Expenses*

SG&A expenses decreased $9.1 million, or 1.2%, in the first nine months of 2026, compared to the first nine months of 2025. SG&A expenses equaled 13.1% of total revenue in the first nine months of 2026, compared to 13.4% in the first nine months of 2025.

*Interest (Income) Expense, Net*

Net interest expense decreased $20.8 million, or 55.8%, in the first nine months of 2026, compared to the first nine months of 2025.

*Income before Income Taxes*

Income before income taxes increased $6.5 million, or 2.5%, in the first nine months of 2026, compared to the first nine months of 2025.

*Provision for Income Taxes*

Income taxes decreased $5.7 million in the first nine months of 2026, compared to the first nine months of 2025. We provided for taxes at a 20.9% rate in the first nine months of 2026 and a 23.6% rate in the first nine months of 2025.

**Liquidity and Capital Resources**

Our short-term cash requirements are primarily for working capital, inventory financing, the renovation and expansion of existing facilities and the construction or purchase of new facilities. Historically, these cash requirements have been met through the retention of profits, borrowings under our floor plan arrangements and bank financings. As of September 30, 2026, we had working capital of approximately $713.2 million, including $226.4 million in cash, available to fund our operations. We believe that these funds, together with expected cash flows from operations, are sufficient to meet our operating requirements for at least the next twelve months. From time to time, we utilize our excess cash on hand to pay down our outstanding borrowings under various credit agreements.

We continually evaluate our liquidity and capital resources based upon: (i) our cash, cash equivalents and restricted cash on hand; (ii) the funds that we expect to generate through future operations; (iii) current and expected borrowing availability under our secured line of credit, working capital lines of credit available under certain of our credit agreements and our floor plan credit agreements; and (iv) the potential impact of our capital allocation strategy and any contemplated or pending future transactions, including, but not limited to, acquisitions, equity repurchases, dividends, or other capital expenditures. We believe we will have sufficient liquidity to meet our debt service and working capital requirements, commitments and contingencies, debt repayments, acquisitions, capital expenditures and any operating requirements for at least the next twelve months.

We have a secured line of credit that provides for a maximum borrowing of $25.0 million. There were no advances outstanding under this secured line of credit on September 30, 2026, however, $19.7 million was pledged to secure various letters of credit related to self-insurance products, leaving $5.3 million available for future borrowings as of September 30, 2026.

Our floor plan credit agreement with BMO Bank N.A. (“BMO Bank”), and the lenders signatory thereto and our credit agreement with Wells Fargo Bank, National Association (“WF”) require us to satisfy various financial ratios such as the leverage ratio, the asset coverage ratio, and the fixed charge coverage ratio. As of September 30, 2026, we were compliant with all debt covenants related to our floor plan credit agreement with BMO Bank and our credit agreement with WF. We do not anticipate any breach of these covenants in the foreseeable future.

We expect to purchase or lease commercial vehicles worth approximately $300.0 million to $325.0 million for our leasing operations during 2026, depending on customer demand. We also expect to make capital expenditures for the purchase of recurring items such as computers, shop tools and equipment and company vehicles of approximately $35.0 million to $40.0 million during 2026.

During the third quarter of 2026, we paid a cash dividend of $16.4 million. Additionally, on October 27, 2026, our Board of Directors declared a cash dividend of $0.14 per share of Class A and Class B common stock, to be paid on December 10, 2026, to all shareholders of record as of November 11, 2026. We expect to continue paying cash dividends on a quarterly basis. However, there is no assurance as to future dividends because the declaration and payment of such dividends is subject to the business judgment of our Board of Directors and will depend on historic and projected earnings, capital requirements, covenant compliance and financial conditions and such other factors as our Board of Directors deem relevant.

On December 3, 2025, we announced that our Board of Directors approved a new stock repurchase program authorizing management to repurchase, from time to time, up to an aggregate of $150.0 million of our shares of Class A common stock and/or Class B common stock. In connection with the adoption of the new stock repurchase plan, we terminated the prior stock repurchase plan, which was scheduled to expire on December 31, 2025. Repurchases, if any, are made at times and in amounts we deem appropriate and may be made through open-market transactions at prevailing market prices, privately negotiated transactions or by other means in accordance with federal securities laws. The actual timing, number of shares and value of repurchases under the stock repurchase program will be determined by management at its discretion and will depend on a number of factors, including market conditions, stock price and other factors. As of September 30, 2026, we had repurchased $15.8 million of our shares of common stock under the current stock repurchase program, excluding federal excise tax. The current stock repurchase program expires on December 31, 2026, and may be suspended or discontinued at any time.

The Inflation Reduction Act of 2022 imposed a nondeductible 1% excise tax on the net value of certain stock repurchases made after December 31, 2022. We have reflected the applicable excise tax in treasury stock as part of the cost basis of the stock repurchased.

We anticipate funding the capital expenditures for the improvement and expansion of existing facilities and recurring expenses through our operating cash flows. We have the ability to fund the construction or purchase of new facilities through our operating cash flows or by financing.

We are currently under contract to construct a new facility in Conroe, Texas with a current budget of $20.0 million. We are currently under contract to construct a new facility in Hickory, North Carolina with a current budget of $13.8 million. We are currently under contract to construct a new facility in Jefferson, Georgia with a current budget of $13.3 million. We are also under contract to purchase certain dealership facilities in Brantford and London, Ontario, for approximately $21 million CAD, in connection with RTC Canada's acquisition of Carrier Truck Center, Inc. The purchases are expected to close in the next 6 to 24 months, subject to the completion of certain closing conditions.

**Cash Flows**

The following table summarizes our cash flows for the periods indicated (in thousands):

| | Nine Months Ended September 30, | |
|---|---|---|
| | 2026 | 2025 |
| Net cash provided by (used in): | | |
| Operating activities | $ 257,577 | $ 748,945 |
| Investing activities | (328,201) | (330,217) |
| Financing activities | 84,584 | (404,945) |
| Net (decrease) increase in cash | $ 13,960 | $ 13,783 |

*Cash Flows from Operating Activities*

Cash flows from operating activities include net income adjusted for non-cash items and the effects of changes in working capital. During the first nine months of 2026, operating activities resulted in net cash provided by operations of $257.6 million. Net cash provided by operating activities primarily consisted of $213.6 million in net income, as well as non-cash adjustments related to depreciation and amortization of $195.5 million, stock-based compensation of $26.6 million, and cash inflows for deferred income tax expense of $8.5 million. Cash used by operating activities included cash used in floor plan financing of $120.0 million and an aggregate of $67.4 million net changes in operating assets and liabilities. Included in the net change in operating assets and liabilities were cash inflows of $68.7 million from the increase in accounts payable and $28.8 million from the decrease in other assets, which were offset by cash outflows of $109.5 million from the increase in inventories, $2.8 million from the decrease in accrued expenses, $50.7 million from the increase in accounts receivable and $1.9 million from the decrease in customer deposits. Most of our commercial vehicle inventory is financed through our floor plan credit agreements, though we may pay cash for certain of our commercial vehicle inventory from time-to-time depending on market conditions.

During the first nine months of 2025, operating activities resulted in net cash provided by operations of $748.9 million. Net cash provided by operating activities primarily consisted of $201.3 million in net income, as well as non-cash adjustments related to depreciation and amortization of $188.4 million, stock-based compensation of $26.8 million and cash inflows for deferred income tax expense of $19.3 million. Cash provided by operating activities included an aggregate of $314.5 million net changes in operating assets and liabilities. Included in the net change in operating assets and liabilities were cash inflows of $36.3 million from the increase in accounts payable, $82.6 million from the decrease in accounts receivable $206.5 million from the decrease in inventories and $15.4 million from an increase in accrued expenses which were offset by cash outflows of $18.3 million from the increase in other assets, $8.0 million from the decrease in customer deposits.

*Cash Flows from Investing Activities*

During the first nine months of 2026, cash used in investing activities was $328.2 million. Cash flows used in investing activities consist primarily of cash used for the acquisition of property and equipment and the acquisition of new businesses. See Note 12 of the Notes to Consolidated Financial Statements for a detailed discussion of the business acquisitions. Acquisition of property and equipment totaled $230.0 million during the first nine months of 2026 and consisted primarily of purchases of machine and shop equipment, furniture and fixtures, real estate and facilities, improvements to our existing dealership facilities and $198.4 million for purchases of rental and lease vehicles for our rental and leasing operations.

During the first nine months of 2025, cash used in investing activities was $330.2 million. Cash flows used in investing activities consist primarily of cash used for the acquisition of property and equipment and the acquisition of new businesses. See Note 12 of the Notes to Consolidated Financial Statements for a detailed discussion of the business acquisitions. Acquisition of property and equipment totaled $318.8 million during the first nine months of 2025 and consisted primarily of purchases of machine and shop equipment, furniture and fixtures, real estate and facilities, improvements to our existing dealership facilities and $261.3 million for purchases of rental and lease vehicles for our rental and leasing operations.

*Cash Flows from Financing Activities*

Cash flows from financing activities include borrowings and repayments of long-term debt and net proceeds of floor plan notes payable, non-trade. During the first nine months of 2026, financing activities resulted in net cash provided by financing activities of $84.6 million, primarily related to $85.2 million from borrowings of long-term debt, $28.6 million from the issuance of shares related to equity compensation plans and $162.8 million from net draws on floor plan notes payable, non-trade. These cash inflows were offset by cash outflows of $121.4 million used for principal repayments of long-term debt and finance lease obligations, $14.6 million used for repurchases of common stock, $9.5 million for taxes paid related to net share settlement of equity awards and $46.9 million used for payment of cash dividends.

During the first nine months of 2025, financing activities resulted in net cash used in financing activities of $404.9 million, primarily related to $838.7 million from borrowings of long-term debt and $15.0 million from the issuance of shares related to equity compensation plans. These cash inflows were offset by cash outflows of $91.6 million from net payments on floor plan notes payable, non-trade, $997.5 million used for principal repayments of long-term debt and finance lease obligations, $124.4 million used for repurchases of common stock, $1.4 million for taxes paid related to net share settlement of equity awards and $43.7 million used for payment of cash dividends.

On September 14, 2021, we entered into a credit agreement with WF, the lenders signatory thereto (the "WF Lenders") and WF as administrative agent (the "WF Credit Agreement"). Pursuant to the terms of the WF Credit Agreement (as amended), the WF Lenders have agreed to make up to $175.0 million of revolving credit loans for certain of our capital expenditures, including commercial vehicle purchases for our Idealease leasing and rental fleet, and general working capital needs. We use the revolving credit loans available under the WF Credit Agreement primarily for the purpose of purchasing commercial vehicles for our Idealease lease and rental fleet. We may borrow, repay and reborrow amounts pursuant to the WF Credit Agreement from time to time until the maturity date. Borrowings under the WF Credit Agreement bear interest per annum, payable on each interest payment date, as defined in the WF Credit Agreement, at (A) the daily Secured Overnight Financing Rate ("SOFR") plus (i) 1.25% or (ii) 1.5%, depending on our consolidated leverage ratio or (B) on or after the SOFR transition date, SOFR plus (i) 1.25% or (ii) 1.5%, depending on our consolidated leverage ratio. The WF Credit Agreement expires on September 30, 2028, although, upon the occurrence and during the continuance of an event of default, the agent has the right to, or upon the request of the required lenders must, terminate the commitments and declare all outstanding principal and interest due and payable. On September 30, 2026, we had approximately $278,000 outstanding under the WF Credit Agreement.

On November 1, 2023, we entered into that certain Second Amended and Restated Inventory Financing and Purchase Money Security Agreement with PACCAR Leasing Company ("PLC"), a division of Paccar Financing Corp. ("PFC") (the "PLC Agreement"). Pursuant to the terms of the PLC Agreement (as amended), PLC agreed to make up to $500.0 million of revolving credit loans to finance certain of our capital expenditures, including commercial vehicle purchases and other equipment to be leased or rented through our PacLease franchises. We may borrow, repay and reborrow amounts pursuant to the PLC Agreement from time to time until the maturity date, provided, however, that the outstanding principal amount on any date shall not exceed the borrowing base. In addition, we must maintain a minimum balance of $220.0 million or we are subject to an unused commitment fee 0.20% of the amount by which the average daily outstanding principal balance of the loan during such quarter is less than $220.0 million. Advances under the PLC Agreement bear interest per annum, payable on the fifth day of the following month, at our option, at either (A) the prime rate, minus 2.10%, provided that the floating rate of interest is subject to a floor of 0%, or (B) a fixed rate, to be determined between us and PLC in each instance of borrowing at a fixed rate. The PLC Agreement expires on December 16, 2029, although either party has the right to terminate the PLC Agreement at any time upon 360 days written notice. On September 30, 2026, we had approximately $220.0 million outstanding under the PLC Agreement.

On May 31, 2022, RTC Canada entered into that certain BMO Revolving Lease and Rental Credit Agreement (the "RTC Canada Revolving Credit Agreement") with Bank of Montreal ("BMO"). Pursuant to the terms of the RTC Canada Revolving Credit Agreement (as amended), BMO agreed to make up to $120.0 million CAD of revolving credit loans to finance certain of RTC Canada's capital expenditures, including commercial vehicle purchases and other equipment to be leased or rented through RTC Canada's Idealease franchise. Borrowings under the RTC Canada Revolving Credit Agreement bear interest per annum payable monthly at Canadian Overnight Repo Rate Average ("CORRA"), plus 1.72%. The RTC Canada Revolving Credit Agreement expires on December 31, 2029. On September 30, 2026, we had approximately $67.1 million CAD outstanding under the RTC Canada Revolving Credit Agreement.

Most of our commercial vehicle purchases are made on terms requiring payment to the manufacturer within 15 to 60 days or less from the date the commercial vehicles are invoiced from the factory. Navistar Financial Corporation and Peterbilt offer trade terms that provide an interest-free inventory stocking period for certain new commercial vehicles. This interest-free period is 15 to 60 days. If the commercial vehicle is not sold within the interest-free period, we finance the commercial vehicle under the credit agreements described below.

On December 16, 2024, we entered into the Inventory Financing and Purchase Money Security Agreement (the "PFC Floor Plan Credit Agreement") with PFC. The PFC Floor Plan Credit Agreement includes an aggregate loan commitment of $800.0 million for the financing of new Peterbilt trucks, tractors, chassis and other related equipment manufactured by Peterbilt. Borrowings under the PFC Floor Plan Credit Agreement bear interest per annum, payable on the fifth day of the following month, at our option, at either (A) the prime rate, minus 2.10%, provided that the floating rate of interest is subject to a floor of 0%, or (B) a fixed rate, to be determined between us and PFC in each instance of borrowing at a fixed rate. The PFC Floor Plan Credit Agreement expires on December 16, 2029, although either party has the right to terminate the PFC Floor Plan Credit Agreement at any time upon 360 days written notice. On September 30, 2026, we had approximately $260.0 million outstanding under the PFC Floor Plan Credit Agreement. We utilize our excess cash on hand to pay down our outstanding borrowings under the PFC Floor Plan Credit Agreement, and the resulting interest earned is recognized as an offset to our gross interest expense under the PFC Floor Plan Credit Agreement.

On September 14, 2021, we entered into the Fifth Amended and Restated Credit Agreement (the "BMO Floor Plan Credit Agreement") (as amended) with BMO Bank and the lenders signatory thereto. This agreement previously had an aggregate loan commitment of $1.0 billion, which we utilized to finance all of our new and used commercial vehicle inventory in the United States until we entered into the PFC Floor Plan Credit Agreement. On December 12, 2024, we entered into an amendment of the BMO Floor Plan Credit Agreement. Pursuant to the terms of the amendment, the aggregate loan commitment was reduced from $1.0 billion to $675.0 million and the definition of "Inventory" was amended to remove trucks, tractors and chassis manufactured by Peterbilt. We utilize the BMO Floor Plan Credit Agreement to finance all of our new commercial vehicle inventory, except for equipment manufactured by Peterbilt, and all of our used commercial vehicle inventory and for working capital purposes. Borrowings under the BMO Floor Plan Credit Agreement bear interest per annum, payable monthly, at (A) the greater of (i) zero and (ii) Term SOFR (as defined in the agreement), plus (B) 1.20%. Borrowings under the BMO Floor Plan Credit Agreement for the purchase of used inventory are limited to $150.0 million and loans for working capital purposes are limited to $200.0 million. The BMO Floor Plan Credit Agreement expires on December 31, 2029, although BMO Bank has the right to terminate at any time upon 360 days written notice and we may terminate at any time, subject to specified limited exceptions. On September 30, 2026, we had approximately $358.9 million outstanding under the BMO Floor Plan Credit Agreement. We utilize our excess cash on hand to pay down our outstanding borrowings under the BMO Floor Plan Credit Agreement, and the resulting interest earned is recognized as an offset to our gross interest expense under the BMO Floor Plan Credit Agreement.

On July 15, 2022, RTC Canada entered into that certain Amended and Restated BMO Wholesale Financing and Security Agreement (the "RTC Canada Floor Plan Credit Agreement") with BMO. The RTC Canada Floor Plan Credit Agreement as amended previously included an aggregate loan commitment of $171.7 million CAD of revolving credit loans to finance RTC Canada's purchase of new and used vehicle inventory. On June 15, 2026 the RTC Canada Floor Plan Credit Agreement was amended to increase the loan commitment to $194.7 million CAD. Loans to purchase used vehicle inventory are limited to twenty percent (20%) of the credit limit available at such time. RTC Canada may borrow, repay and reborrow loans from time to time until the maturity date, provided, however, that the outstanding principal amount on any date shall not exceed the credit limits set forth above with respect to new and used vehicles. Advances required to be made in CAD dollars under the RTC Canada Floor Plan Credit Agreement bear interest per annum, payable monthly, at CORRA, plus 1.27%. Advances required to be made in USD dollars bear interest per annum, payable monthly, at SOFR, plus 1.20%. The RTC Canada Floor Plan Credit Agreement expires on December 31, 2029. On September 30, 2026, we had approximately $153.7 million CAD outstanding under the RTC Canada Floor Plan Credit Agreement. We utilize our excess cash on hand to pay down our outstanding borrowings under the RTC Canada Floor Plan Credit Agreement, and the resulting interest earned is recognized as an offset to our gross interest expense under the RTC Canada Floor Plan Credit Agreement.

*Backlog*

On September 30, 2026, our backlog of commercial vehicle orders was approximately $1,490.1 million, as compared to a backlog of commercial vehicle orders of approximately $647.6 million on September 30, 2025. Our backlog is determined quarterly by multiplying the number of new commercial vehicles for each particular type of commercial vehicle ordered by a customer at our Rush Truck Centers by the recent average selling price for that type of commercial vehicle. We include only confirmed orders in our backlog. However, such orders are subject to cancellation. In the event of order cancellation, we have no contractual right to the total revenues reflected in our backlog. The delivery time for a custom-ordered commercial vehicle varies depending on the truck specifications and demand for the model ordered. We sell the majority of our new heavy-duty commercial vehicles by customer special order and we sell the majority of our medium- and light-duty commercial vehicles out of inventory. Orders from several of our major fleet customers are included in our backlog as of September 30, 2026, and we expect to fill the majority of our backlog orders by the end of 2026.

*Seasonality*

Our Truck Segment is moderately seasonal. Seasonal effects on new commercial vehicle sales related to the seasonal purchasing patterns of any single customer type are mitigated by the diverse geographic locations of our dealerships and our diverse customer base, including regional and national fleets, local and state governments, corporations and owner-operators. However, Aftermarket Products and Services operations historically have experienced higher sales volumes in the second and third quarters.

*Cyclicality*

Our business is dependent on a number of factors including general economic conditions, fuel prices, interest rate fluctuations, credit availability, environmental and other government regulations and customer business cycles. Unit sales of new commercial vehicles have historically been subject to substantial cyclical variation based on these general economic conditions. According to data published by A.C.T. Research, in the last ten years, total U.S. retail sales of new Class 8 commercial vehicles have ranged from a low of approximately 196,000 in 2020, to a high of approximately 281,440 in 2019. Through geographic expansion, concentration on higher margin Aftermarket Products and Services and diversification of our customer base, we have attempted to reduce the negative impact of adverse general economic conditions or cyclical trends affecting the Class 8 commercial vehicle industry on our earnings.

*Environmental Standards and Other Governmental Regulations*

We are subject to federal, state, and local environmental laws and regulations governing the following: discharges into the air and water; the operation and removal of underground and aboveground storage tanks; the use, handling, storage and disposal of hazardous substances, petroleum and other materials; and the investigation and remediation of environmental impacts. As with commercial vehicle dealerships generally, and vehicle service, parts and collision center operations in particular, our business involves the generation, use, storage, handling and contracting for recycling or disposal of hazardous materials or wastes and other environmentally sensitive materials. We have incurred, and will continue to incur, capital and operating expenditures and other costs in complying with such laws and regulations.

Our operations involving the use, handling, storage, and disposal of hazardous and nonhazardous materials are subject to the requirements of the federal Resource Conservation and Recovery Act, or RCRA, and comparable state statutes. Pursuant to these laws, federal and state environmental agencies have established approved methods for handling, storage, treatment, transportation, and disposal of regulated substances with which we must comply. Our business also involves the operation and use of aboveground and underground storage tanks. These storage tanks are subject to periodic testing, containment, upgrading and removal under RCRA and comparable state statutes. Furthermore, investigation or remediation may be necessary in the event of leaks or other discharges from current or former underground or aboveground storage tanks.

We may also have liability in connection with materials that were sent to third party recycling, treatment, or disposal facilities under the federal Comprehensive Environmental Response, Compensation and Liability Act, or CERCLA, and comparable state statutes. These statutes impose liability for investigation and remediation of environmental impacts without regard to fault or the legality of the conduct that contributed to the impacts. Responsible parties under these statutes may include the owner or operator of the site where impacts occurred and companies that disposed, or arranged for the disposal, of the hazardous substances released at these sites. These responsible parties also may be liable for damages to natural resources. In addition, it is not uncommon for neighboring landowners and other third parties to file claims for personal injury and property damage allegedly caused by the release of hazardous substances or other materials into the environment.

The federal Clean Water Act and comparable state statutes require containment of potential discharges of oil or hazardous substances and require preparation of spill contingency plans. Water quality protection programs govern certain discharges from some of our operations. Similarly, the federal Clean Air Act and comparable state statutes regulate emissions of various air emissions through permitting programs and the imposition of standards and other requirements.

We do not believe that we currently have any material environmental liabilities or that compliance with environmental laws and regulations will have a material adverse effect on our results of operations, financial condition, or cash flows. However, soil and groundwater impacts are known to exist at some of our dealerships. Further, environmental laws and regulations are complex and subject to change. In addition, in connection with acquisitions, it is possible that we will assume or become subject to new or unforeseen environmental costs or liabilities, some of which may be material. In connection with our dispositions, or prior dispositions made by companies we acquire, we may retain exposure for environmental costs and liabilities, some of which may be material. Compliance with current or amended, or new or more stringent, laws or regulations, stricter interpretations of existing laws or the future discovery of environmental conditions could require additional expenditures by us, which could materially adversely affect our results of operations, financial condition, or cash flows. In addition, such laws could affect demand for the products that we sell.

We are also subject to federal and state laws and regulations governing commercial vehicle engine emissions. Many of these laws and regulations are rapidly changing and subject to multiple legal challenges. The EPA and the National Highway Traffic Safety Administration on behalf of the U.S. Department of Transportation, previously issued rules associated with reducing greenhouse gas (“GHG”) and Nitrogen Oxide (“NOx”) emissions and improving the fuel efficiency of medium and heavy-duty trucks and buses. The California Air Resources Board (“CARB”) adopted its own rules and regulations intended to reduce NOx emissions and phase out the sale of internal combustion vehicles (“ICE”) over time. A group of seventeen U.S. states and the District of Columbia entered into a joint memorandum of understanding that adopted at least a portion of CARB’s emissions regulations and committed each of them to work together to advance and accelerate the market for electric Class 3 through 8 commercial vehicles. Six of the states are states where we operate new commercial vehicle dealerships: California, Colorado, Nevada, New Mexico, North Carolina, and Virginia.

Recently, the EPA announced that it was repealing its prior findings that GHG emissions endanger public human health and that vehicle emissions contribute to that endangerment (the "Endangerment Finding"). In connection with its repeal of the Endangerment Finding, the EPA also eliminated all GHG engine emission standards for vehicle model years 2012 and beyond. With respect to CARB's rules and regulations, Congress recently rescinded the federal preemption waivers that the EPA previously granted. These waivers were the basis of CARB's ability to enact its own engine emissions regulations. The EPA's repeal of the Endangerment Finding and Congress' rescission of CARB's federal preemption waivers are subject to multiple legal challenges, and it is unclear when such challenges will be resolved.

One of the EPA's engine emissions rules that we believe will become effective is referred to herein as the "EPA 2027 Low NOx" rule. This rule requires commercial vehicle engines to emit significantly less NOx than most such engines do today. The EPA 2027 Low NOx rule is expected to become effective in the first half of 2027 with respect to the currently proposed emissions limits but is expected to be modified with respect to certain other provisions, such as reducing the required duration of manufacturers' engine warranties.

In July 2023, CARB and various manufacturers of heavy-duty commercial vehicles and engines, including PACCAR, International, Ford, Hino, Isuzu and Cummins, entered into the Clean Truck Partnership, whereby the manufacturers agreed to comply with CARB's emission requirements where applicable, regardless of whether any entity challenges CARB's rule-making authority, and CARB agreed to work with manufacturers to provide reasonable lead time to meet CARB's requirements and before imposing new regulations. It is not clear at this time if the Clean Truck Partnership will survive in light of Congress' rescission of CARB's federal preemption waivers, in addition to legal challenges to CARB's authority to regulate engine emissions and to the Clean Truck Partnership itself.

If CARB were to prevail in its legal challenges against Congress' rescission of the EPA's federal preemption waivers, attaining the goals stated by CARB and the signers of the joint memorandum would likely require the adoption of new laws and regulations, and we cannot predict at this time whether such laws and regulations would have an adverse impact on our business. With respect to the legal challenges to the EPA's repeal of the Endangerment Finding, we do not expect that any successful challenge will result in the prior GHG rules and regulations becoming effective in the near term. However, if the EPA's policies change in the future and a new endangerment finding is issued with respect to GHG emissions, then the EPA may create a new rule similar to the one it created in 2024, which could require commercial vehicle engine manufacturers to manufacture an increasing percentage of "zero-emission" vehicles over time, which would likely reduce the number of diesel ICE vehicles that would be manufactured over the relevant period. Additional EPA regulations, or CARB's ability to enforce its existing regulations, could result in increased compliance costs, additional operating restrictions, or changes in demand for our products and services, which could have a material adverse effect on our business, financial condition and results of operations.

**ITEM 3. Quantitative and Qualitative Disclosures about Market Risk.**

Market risk represents the risk of loss that may impact the financial position, results of operations, or cash flows of the Company due to adverse changes in financial market prices, including interest rate risk, and other relevant market rate or price risks.

We are exposed to market risk through interest rates related to the PFC Floor Plan Credit Agreement, the BMO Floor Plan Credit Agreement, the WF Credit Agreement, the PLC Agreement, the RTC Canada Revolving Credit Agreement, the RTC Canada Floor Plan Credit Agreement and discount rates related to finance sales. The PFC Floor Plan Credit Agreement and the PLC Agreement are both based on the prime rate. The BMO Floor Plan Credit Agreement and the WF Credit Agreement are both based on SOFR. The RTC Canada Revolving Credit Agreement and RTC Canada Floor Plan Credit Agreement are both based on CORRA. As of September 30, 2026, we had outstanding floor plan borrowings and lease and rental fleet borrowings in the aggregate amount of $996.2 million. Assuming an increase or decrease in the prime rate, SOFR or CORRA of 100 basis points, annual interest expense could correspondingly increase or decrease by approximately $10.0 million.

**ITEM 4. Controls and Procedures.**

The Company, under the supervision and with the participation of management, including the Company's principal executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, the principal executive officer and chief financial officer concluded that our disclosure controls and procedures were effective as of September 30, 2026, to ensure that information required to be disclosed in the reports filed or submitted under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and (ii) is accumulated and communicated to Company management, including the principal executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

There has been no change in our internal control over financial reporting that occurred during the three months ended September 30, 2026 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II. OTHER INFORMATION**

**ITEM 1. Legal Proceedings.**

From time to time, we are involved in litigation arising out of our operations in the ordinary course of business. We maintain liability insurance through self-insurance, a captive insurer and third-party excess insurance, including product liability coverage, in amounts deemed adequate by management. However, an uninsured or partially insured claim, or claim for which indemnification is not available, could have a material adverse effect on our financial condition or results of operations. As of September 30, 2026, we believe that there are no pending claims or litigation, individually or in the aggregate, that are reasonably possible to have a material adverse effect on our financial position or results of operations. However, due to the inherent uncertainty of litigation, there can be no assurance that the resolution of any particular claim or proceeding would not have a material adverse effect on our financial condition or results of operations for the fiscal period in which such resolution occurred.

**ITEM 1A. Risk Factors.**

While we attempt to identify, manage and mitigate risks and uncertainties associated with our business to the extent practical under the circumstances, some level of risk and uncertainty will always be present. Item 1A, Part I of our 2025 Annual Report on Form 10-K (the "2025 Annual Report") describes some of the risks and uncertainties associated with our business that have the potential to materially affect our business, financial condition or results of operations.

There has been no material change in our risk factors disclosed in our 2025 Annual Report.

**ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

The Company did not make any unregistered sales of equity securities during the third quarter of 2026.

A summary of the Company's stock repurchase activity for the third quarter of 2026 is as follows:

| Period | Total Number of Shares Purchased (1)(2)(3)(4) | Average Price Paid Per Share (1) | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2) | Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs (3) |
|---|---|---|---|---|
| July 1 – July 31, 2026 | - | $ - | - | $ 144,510,789 |
| August 1 – August 31, 2026 | - | - | - | 144,510,789 |
| September 1 – September 30, 2026 | 214,846 | 48.08 (4) | 214,846 | 134,174,786 |
| Total | 214,846 | | 214,846 | |

(1) The calculation of the average price paid per share does not give effect to any fees, commissions or other costs associated with the repurchase of such shares.

(2) The shares represent Class A Common Stock and Class B Common Stock repurchased by the Company.

(3) On December 3, 2025, we announced the approval of a new stock repurchase program, effective December 3, 2025, authorizing management to repurchase, from time to time, up to an aggregate of $150.0 million of our shares of Class A common stock and/or Class B common stock.

(4) Represents 202,222 shares of Class A Common Stock at an average price paid per share of $47.83 and 12,624 shares of Class B Common Stock at an average price paid per share of $52.04.

**ITEM 3. Defaults Upon Senior Securities.**

Not Applicable

**ITEM 4. Mine Safety Disclosures.**

Not Applicable

**ITEM 5. Other Information.**

During the three months ended September 30, 2026, none of the Company's directors or officers (as defined in Rule 16a-1(f) of the Securities Exchange Act of 1934) adopted, terminated or modified a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (as such terms are defined in Item 408 of Regulation S-K).

**ITEM 6. Exhibits.**

| Exhibit Number | Exhibit Title |
|---|---|
| 3.1 | Restated Articles of Incorporation of Rush Enterprises, Inc. (incorporated herein by reference to Exhibit 3.1 of the Company's Quarterly Report on Form 10-Q (File No. 000-20797) for the quarter ended June 30, 2008) |
| 3.2 | Certificate of Amendment to the Restated Articles of Incorporation of Rush Enterprises, Inc. (incorporated herein by reference to Exhibit 3.2 of the Company's Quarterly Report on Form 10-Q (File No. 000-20797) for the quarter ended June 30, 2023) |
| 3.3 | Rush Enterprises, Inc. Second Amended and Restated Bylaws (incorporated herein by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K (File No. 000-20797) filed December 3, 2025) |
| 31.1* | Certification of CEO pursuant to Rules 13a-14(a) and 15d-14(a) adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2* | Certification of CFO pursuant to Rules 13a-14(a) and 15d-14(a) adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1** | Certification of CEO pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2** | Certification of CFO pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS | XBRL Instance Document – The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the inline XBRL document |
| 101.SCH* | Inline XBRL Taxonomy Extension Schema Document. |
| 101.CAL* | Inline XBRL Taxonomy Extension Calculation Linkbase Document. |
| 101.DEF* | Inline XBRL Taxonomy Extension Definition Linkbase Document. |
| 101.LAB* | Inline XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE* | Inline XBRL Taxonomy Extension Presentation Linkbase Document |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL and contained in Exhibit 101) |

* Filed herewith

** This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

**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 thereunto duly authorized.

RUSH ENTERPRISES, INC.

Date: November 6, 2026

By: /s/ W.M. “RUSTY” RUSH
W.M. “Rusty” Rush
President, Chief Executive Officer and
Chairman of the Board
(Principal Executive Officer)

Date: November 6, 2026

By: /s/ STEVEN L. KELLER
Steven L. Keller
Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer)

EXHIBIT 31.1

**CERTIFICATION**

I, W.M. “Rusty” Rush, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Rush Enterprises, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 6, 2026

By: /s/ W.M. “RUSTY” RUSH
W.M. “Rusty” Rush
President, Chief Executive Officer and
Chairman of the Board
(Principal Executive Officer)

EXHIBIT 31.2

**CERTIFICATION**

I, Steven L. Keller, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Rush Enterprises, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 6, 2026

By: /s/ STEVEN L. KELLER
Steven L. Keller
Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer)

EXHIBIT 32.1

**CERTIFICATION PURSUANT TO**
**18 U.S.C. SECTION 1350,**
**AS ADOPTED PURSUANT TO**
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this quarterly report of Rush Enterprises, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, W.M. "Rusty" Rush, President, Chief Executive Officer and Chairman of the Board of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ W.M. "RUSTY" RUSH
Name: W.M. "Rusty" Rush
Title: President, Chief Executive Officer and Chairman of the Board
Date: November 6, 2026

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.2

**CERTIFICATION PURSUANT TO**
**18 U.S.C. SECTION 1350,**
**AS ADOPTED PURSUANT TO**
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this quarterly report of Rush Enterprises, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Steven L. Keller, Chief Financial Officer and Treasurer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ STEVEN L. KELLER
Name: Steven L. Keller
Title: Chief Financial Officer and Treasurer
Date: November 6, 2026

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.