

XPO Logistics, Inc.
Form 4
December 17, 2015

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DeJoy Louis

(Last) (First) (Middle)

C/O XPO LOGISTICS, 5
GREENWICH OFFICE PARK

(Street)

GREENWICH, CT 06831

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
XPO Logistics, Inc. [XPO]

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.001 per share | 12/15/2015 | | A | | 23,171 | A | \$ 0 |
| | | | | | 407,343 | | |
| Common Stock, par value \$0.001 per share | 12/15/2015 | | F ⁽¹⁾ | | 11,053 | D | \$ 27.17 |
| | | | | | 396,290 | | |
| Common Stock, par value \$0.001 per share | 12/15/2015 | | A | | 76,210 | A | \$ 27.17 |
| | | | | | 472,500 | | |

value
\$0.001 per
share

Common
Stock, par
value 12/15/2015
\$0.001 per
share

F⁽³⁾

36,353 D

\$
27.17

436,147

D

Common
Stock, par
value
\$0.001 per
share

192,086

I

See
footnote
(4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DeJoy Louis
C/O XPO LOGISTICS
5 GREENWICH OFFICE PARK
GREENWICH, CT 06831

X

Signatures

Gordon E. Devens, Attorney
in Fact

12/17/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- These shares were withheld by the Issuer to fund tax liability attributable to the vesting and settlement of performance-based restricted
- (1) stock units ("PRSUs"). The PRSUs were settled on December 15, 2015 and there were no related discretionary transactions or open market sales.
 - (2) The shares of common stock were issued to the Reporting Person pursuant to the Retirement and Release Agreement dated December 7, 2015 between the Issuer and the Reporting Person ("Retirement Agreement").
 - (3) These shares were withheld by the Issuer to fund tax liability attributable to issuance of stock under the Retirement Agreement. There were no related discretionary transactions or open market sales.
 - (4) The Louis DeJoy Family Partnership, LLC is the direct beneficial owner of these securities. Louis DeJoy is the Managing Member of The Louis DeJoy Family Partnership, LLC.

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