Malat Scott Form 4 November 19, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Malat Scott

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

(Middle)

(Zip)

XPO Logistics, Inc. [XPO] 3. Date of Earliest Transaction

(Check all applicable)

Chief Strategy Officer

C/O XPO LOGISTICS, INC., 5

(Street)

(State)

(Month/Day/Year)

(Month/Day/Year) 11/15/2012

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

GREENWICH OFFICE PARK

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

Execution Date, if

(Month/Day/Year)

X 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

GREENWICH, CT 06831

(City)

Security

(Instr. 3)

1.Title of 2. Transaction Date 2A. Deemed

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned (T) Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants	\$ 7 <u>(2)</u>	11/15/2012		Р		12,750		09/02/2011	09/02/2021	Common Stock, par value \$0.001 per share	12,750 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
Malat Scott C/O XPO LOGISTICS, INC. 5 GREENWICH OFFICE PARK GREENWICH, CT 06831			Chief Strategy Officer					

Signatures

Gordon E. Devens, Attorney in Fact 11/19/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This Form 4 is being filed to report the acquisition through a private transaction of warrants (the "Warrants") to purchase shares of the Issuer's common stock, par value \$.001 per share (the "Common Stock"), for an exercise price of \$7 per share of Common Stock, subject to adjustment as set forth in the Warrant Certificate, filed as Exhibit 4.2 to the Issuer's Current Report on Form 8-K filed with the SEC on

- (1) September 6, 2011 (the "Warrant Certificate"). Pursuant to the privately negotiated transaction, which did not involve the Issuer, each Warrant was purchased at a price of \$5.85. The Reporting Person has agreed to resale restrictions with the Issuer pursuant to which neither the Warrants nor the shares of Common Stock acquired upon exercise of the Warrants may be sold prior to September 2, 2016 without the prior approval of the Issuer.
- (2) The initial exercise price of the Warrants is \$7 per share of Common Stock, subject to adjustment as set forth in the Warrant Certificate.
- (3) Represents shares of Common Stock initially issuable upon the exercise of Warrants, subject to adjustment as set forth in the Warrant Certificate.

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.

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