

XPO Logistics, Inc.
Form 4/A
June 10, 2015

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
**PUBLIC SECTOR PENSION
INVESTMENT BOARD**

(Last) (First) (Middle)

**1250 RENE-LEVESQUE BLVD
WEST, SUITE 900**

(Street)

MONTREAL, A8 H3B 4W8

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/29/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)
06/02/2015

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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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
Series C Convertible Perpetual Preferred Stock	\$ 45 <u>(1)</u>	05/29/2015	P	44,645					<u>(2)</u>	<u>(2)</u>	Common Stock	992,111 <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PUBLIC SECTOR PENSION INVESTMENT BOARD 1250 RENE-LEVESQUE BLVD WEST SUITE 900 MONTREAL, A8 H3B 4W8	X

Signatures

/s/ France-Anne
Fortin 06/10/2015

Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The initial conversion price of the Series C Convertible Perpetual Preferred Stock (the "Series C Preferred Stock") is \$45 per share of Common Stock, subject to adjustment as set forth in the Certificate of Designation of Series C Convertible Perpetual Preferred Stock, included in Exhibit 4.1 to the Issuer's Current Report on Form 8-K filed with the SEC on June 1, 2015 (the "Certificate of Designation").
- (2) The Series C Preferred Stock has no expiration date and automatically converts into Common Stock on the date of stockholder approval of the Issuer's proposal to issue Common Stock upon conversion of the Series C Preferred Stock.
- (3) Shares of Common Stock initially issuable upon conversion of Series C Preferred Stock, subject to adjustment as set forth in the Certificate of Designation.
- (4) Per share of Series C Preferred Stock.

Remarks:

This amendment on Form 4/A to the Form 4 filed on June 2, 2015 (the "Original Form 4") is made solely to correct (a) the co

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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