

| 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person* <u>Malat Scott</u> (Last) (First) (Middle) C/O XPO LOGISTICS, INC. 5 AMERICAN LANE (Street) GREENWICH CT 06831 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>XPO Logistics, Inc. [XPO]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Strategy Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/19/2018</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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) |
|---|--------------------------------------|--|--------------------------------|---|---|------------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$0.001 per share | 02/19/2018 | | A | | 57,674 | A ⁽¹⁾ | \$0 | 128,654 | D | |
| Common Stock, par value \$0.001 per share | 02/19/2018 | | A | | 17,073 | A ⁽²⁾ | \$0 | 145,727 | D | |
| Common Stock, par value \$0.001 per share | 02/19/2018 | | F ⁽³⁾ | | 34,952 | D ⁽³⁾ | \$91.43 | 110,775 | D ⁽⁴⁾ | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------|---|--|--|---|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- On March 14, 2014, the Reporting Person was granted 57,674 unvested performance-based restricted stock units ("PRSUs"), subject to the Issuer's satisfaction of certain predetermined performance criteria and the Reporting Person's continued employment with the Issuer. On February 19, 2018, the Compensation Committee of the Board of Directors of the Issuer certified that the performance criteria applicable to such PRSUs has been satisfied and such PRSUs vested in full.
- On February 27, 2015, the Reporting Person was granted 17,073 unvested PRSUs, subject to the Issuer's satisfaction of certain predetermined performance criteria and the Reporting Person's continued employment with the Issuer. On February 19, 2018, the Compensation Committee of the Board of Directors of the Issuer certified that the performance criteria applicable to such PRSUs has been satisfied and such PRSUs vested in full.
- No shares were sold by the Reporting Person. These shares were withheld by the Issuer to fund tax liability attributable to the vesting and settlement of the PRSUs reported on this Form 4. These PRSUs vested and were settled as originally scheduled, and there were no related discretionary transactions or open market sales.
- These securities are held jointly with the Reporting Person's spouse.

Remarks:

/s/ Karlis P. Kirsis, Attorney-in-Fact 02/21/2018

** Signature of Reporting Person Date

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

* 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).

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

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 Number.