

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>Papastavrou Jason D</u>  (Last) (First) (Middle) <u>C/O XPO LOGISTICS, INC.</u> <u>5 AMERICAN LANE</u>  (Street) <u>GREENWICH CT 06831</u>  (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2019</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								12,500	D	
Common Stock, par value \$0.001 per share								1,375	I	See footnote <sup>(1)</sup>

**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	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Unit	(2)	01/02/2019		A		3,249		(3)	(3)	Common Stock, par value \$0.001 per share	\$0	3,249	D	
Restricted Stock Unit	(2)							(4)	(4)	Common Stock, par value \$0.001 per share		2,071	D	
Restricted Stock Unit	(2)							(5)	(5)	Common Stock, par value \$0.001 per share		3,970	D	
Restricted Stock Unit	(2)							(6)	(6)	Common Stock, par value \$0.001 per share		6,501	D	
Restricted Stock Unit	(2)							(7)	(7)	Common Stock, par value \$0.001 per share		4,257	D	

**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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	(2)							(8)	(8)	Common Stock, par value \$0.001 per share	2,500		2,500	D	
Director Stock Option (right to buy)	\$23.19							01/02/2015	12/12/2023	Common Stock, par value \$0.001 per share	8,000		8,000	D	
Director Stock Option (right to buy)	\$16.74							12/11/2013	12/11/2022	Common Stock, par value \$0.001 per share	8,000		8,000	D	
Director Stock Option (right to buy)	\$9.28							09/02/2012	11/21/2021	Common Stock, par value \$0.001 per share	8,000		8,000	D	
See footnote <sup>(9)</sup>	\$7 <sup>(10)</sup>							09/02/2011	(11)	Common Stock, par value \$0.001 per share	92,857 <sup>(12)</sup>		650	I	See footnote <sup>(13)</sup>
Warrants	\$7 <sup>(14)</sup>							09/02/2011	09/02/2021	Common Stock, par value \$0.001 per share	92,857 <sup>(15)</sup>		92,857	I	See footnote <sup>(13)</sup>

**Explanation of Responses:**

- The Brett A. Athans Declaration of Trust is the direct beneficial owner of these securities. Jason D. Papastavrou is the trustee of the Brett A. Athans Declaration of Trust.
- Each Restricted Stock Unit ("RSU") represents a contingent right to receive, upon settlement, either (i) one share of Common Stock or (ii) a cash payment equal to the fair market value of one share of Common Stock.
- The RSUs shall vest on January 2, 2020, subject to the Reporting Person's continued service as a director of the Issuer.
- The RSUs vested in full on January 2, 2019 and are subject to a deferral election. Shares of Common Stock will be delivered to the Reporting Person as per the terms of the deferral election.
- The RSUs vested in full on January 3, 2018 and are subject to a deferral election. Shares of common stock will be delivered to the Reporting Person as per the terms of the deferral election.
- The RSUs vested in full on January 4, 2017 and are subject to a deferral election. Shares of common stock will be delivered to the Reporting Person as per the terms of the deferral election.
- The RSUs vested in full on January 2, 2016 and are subject to a deferral election. Shares of Common Stock will be delivered to the Reporting Person as per the terms of the deferral election.
- The RSUs vested in full on December 11, 2013 and are subject to a deferral election. Shares of Common Stock will be delivered to the Reporting Person as per the terms of the deferral election.
- Series A Convertible Perpetual Preferred Stock, par value \$0.001 per share.
- The initial conversion price of the Series A Convertible Perpetual Preferred Stock is \$7 per share of Common Stock, subject to adjustment as set forth in the Certificate of Designation of Series A Convertible Perpetual Preferred Stock, filed as Exhibit 4.1 to the Issuer's Current Report on Form 8-K filed with the SEC on September 6, 2011 (the "Certificate of Designation").
- The Series A Convertible Perpetual Preferred Stock has no expiration date.
- Represents 92,857 shares of Common Stock initially issuable upon conversion of 650 shares of Series A Convertible Perpetual Preferred Stock, subject to adjustment as set forth in the Certificate of Designation.
- Springer Wealth Management LLC is the direct beneficial owner of these securities. Jason D. Papastavrou is the owner of 100% of the equity interests of Springer Wealth Management LLC.
- The initial exercise price of the Warrants is \$7 per share of Common Stock, subject to adjustment as set forth in the Form of Warrant Certificate, filed as Exhibit 4.2 to the Issuer's Current Report on Form 8-K filed with the SEC on September 6, 2011 (the "Warrant Certificate").
- Represents 92,857 shares of Common Stock initially issuable upon the exercise of 92,857 Warrants, subject to adjustment as set forth in the Warrant Certificate.

**Remarks:**

/s/ Karlis P. Kirsis, Attorney-in-Fact      01/04/2019

\*\* 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.

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