

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Jacobs Private Equity, LLC</u>  (Last) (First) (Middle) 350 ROUND HILL ROAD  (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/22/2021	
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	03/22/2021		s <sup>(1)</sup>		8,840	D	\$120.74 <sup>(2)</sup>	18,705,179	D	
Common Stock, par value \$0.001 per share	03/22/2021		s <sup>(1)</sup>		46,449	D	\$121.63 <sup>(3)</sup>	18,658,730	D	
Common Stock, par value \$0.001 per share	03/22/2021		s <sup>(1)</sup>		27,592	D	\$122.62 <sup>(4)</sup>	18,631,138	D	
Common Stock, par value \$0.001 per share	03/22/2021		s <sup>(1)</sup>		900	D	\$123.53 <sup>(5)</sup>	18,630,238	D	
Common Stock, par value \$0.001 per share	03/23/2021		s <sup>(1)</sup>		19,554	D	\$116.56 <sup>(6)</sup>	18,610,684	D	
Common Stock, par value \$0.001 per share	03/23/2021		s <sup>(1)</sup>		10,662	D	\$117.15 <sup>(7)</sup>	18,600,022	D	
Common Stock, par value \$0.001 per share	03/23/2021		s <sup>(1)</sup>		8,650	D	\$118.57 <sup>(8)</sup>	18,591,372	D	
Common Stock, par value \$0.001 per share	03/23/2021		s <sup>(1)</sup>		8,136	D	\$119.5 <sup>(9)</sup>	18,583,236	D	
Common Stock, par value \$0.001 per share	03/23/2021		s <sup>(1)</sup>		4,854	D	\$120.33 <sup>(10)</sup>	18,578,382	D	
Common Stock, par value \$0.001 per share	03/23/2021		s <sup>(1)</sup>		2,880	D	\$121.36 <sup>(11)</sup>	18,575,502	D	
Common Stock, par value \$0.001 per share	03/23/2021		s <sup>(1)</sup>		1,930	D	\$122.17 <sup>(12)</sup>	18,573,572	D	
Common Stock, par value \$0.001 per share	03/24/2021		s <sup>(1)</sup>		13,279	D	\$116.75 <sup>(13)</sup>	18,560,293	D	
Common Stock, par value \$0.001 per share	03/24/2021		s <sup>(1)</sup>		17,965	D	\$117.83 <sup>(14)</sup>	18,542,328	D	
Common Stock, par value \$0.001 per share	03/24/2021		s <sup>(1)</sup>		10,202	D	\$118.88 <sup>(15)</sup>	18,532,126	D	
Common Stock, par value \$0.001 per share	03/24/2021		s <sup>(1)</sup>		12,500	D	\$119.75 <sup>(16)</sup>	18,519,626	D	
Common Stock, par value \$0.001 per share	03/24/2021		s <sup>(1)</sup>		700	D	\$120.48 <sup>(17)</sup>	18,518,926	D	

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (e.g., puts, calls, warrants, etc.) (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Number of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Date Exercisable and Expiration Date (Month/Day/Year)	8. Title of Underlying Derivative Security (Instr. 3 and 4)	9. Amount or Number of Shares Underlying Derivative Security (Instr. 3 and 4)	10. Price of Derivative Security (Instr. 5)	11. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	12. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	13. Nature of Indirect Beneficial Ownership (Instr. 4)
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**Explanation of Responses:**

1. The sales reported in this Form 4 were made pursuant to a selling plan of the Reporting Person that is intended to comply with Rule 10b5-1(c) promulgated under the Securities Exchange Act of 1934, as amended. The shares were sold by the Reporting Person for tax and estate planning purposes.

2. The Reporting Person sold 8,840 shares of common stock, par value \$0.001 per share (Common Stock?), of XPO Logistics, Inc. (the "Issuer?") in multiple trades at prices ranging from \$120.23 to \$121.20 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

3. The Reporting Person sold 46,449 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$121.22 to \$122.01 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

4. The Reporting Person sold 27,592 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$122.22 to \$123.20 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

5. The Reporting Person sold 900 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$123.27 to \$123.68 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

6. The Reporting Person sold 19,554 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$115.90 to \$116.89 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

7. The Reporting Person sold 10,662 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$116.90 to \$117.85 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

8. The Reporting Person sold 8,650 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$118.00 to \$118.99 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

9. The Reporting Person sold 8,136 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$119.00 to \$119.97 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

10. The Reporting Person sold 4,854 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$120.00 to \$120.96 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

11. The Reporting Person sold 2,880 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$121.00 to \$121.99 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

12. The Reporting Person sold 1,930 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$122.01 to \$122.41 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

13. The Reporting Person sold 13,279 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$116.29 to \$117.24 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

14. The Reporting Person sold 17,965 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$117.32 to \$118.31 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

15. The Reporting Person sold 10,202 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$118.33 to \$119.32 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

16. The Reporting Person sold 12,500 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$119.33 to \$120.26 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

17. The Reporting Person sold 700 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$120.33 to \$120.56 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

Jacobs Private Equity, LLC  
by: /s/ Bradley S. Jacobs      03/24/2021  
 \*\* 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.