

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>PUBLIC SECTOR PENSION INVESTMENT BOARD</u>  (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 <u>XPO Logistics, Inc. [ XPO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/29/2015	

**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	05/29/2015		P		1,230,111	A	\$45	12,645,635	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
Series C Convertible Perpetual Preferred Stock	\$22.22 <sup>(1)</sup>	05/29/2015		P		44,645		(2)	(2)	Common Stock	2,009,225 <sup>(3)</sup>	\$1,000 <sup>(4)</sup>	44,645 <sup>(3)</sup>	D	

**Explanation of Responses:**

- The initial conversion price of the Series C Convertible Perpetual Preferred Stock (the "Series C Preferred Stock") is \$22.22 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").
- 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.
- Shares of Common Stock initially issuable upon conversion of Series C Preferred Stock, subject to adjustment as set forth in the Certificate of Designation.
- Per share of Series C Preferred Stock.

/s/ France-Anne Fortin

06/02/2015

\*\* 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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