

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>Spruce House Partnership LLC</u> <hr/> (Last) (First) (Middle) C/O SPRUCE HOUSE CAPITAL LLC 435 HUDSON STREET, 8TH FLOOR <hr/> (Street) NEW YORK NY 10014 <hr/> (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) 03/23/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common stock, par value \$0.001 per share	03/23/2020		S		152,200	D	\$45.82	9,623,501	D <sup>(1)(2)</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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Spruce House Partnership LLC  


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 (Last) (First) (Middle)  
 C/O SPRUCE HOUSE CAPITAL LLC  
 435 HUDSON STREET, 8TH FLOOR  


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 (Street)  
 NEW YORK NY 10014  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
SPRUCE HOUSE PARTNERSHIP (AI) LP  


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 (Last) (First) (Middle)  
 C/O SPRUCE HOUSE CAPITAL LLC  
 435 HUDSON STREET, 8TH FLOOR  


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 (Street)  
 NEW YORK NY 10014  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Spruce House Partnership (QP) LP  


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 (Last) (First) (Middle)  
 C/O SPRUCE HOUSE CAPITAL LLC

435 HUDSON STREET, 8TH FLOOR

(Street)

NEW YORK NY 10014

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Spruce House Capital LLC](#)

(Last) (First) (Middle)

C/O SPRUCE HOUSE CAPITAL LLC  
435 HUDSON STREET, 8TH FLOOR

(Street)

NEW YORK NY 10014

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Sternberg Zachary](#)

(Last) (First) (Middle)

SPRUCE HOUSE INVESTMENT MANAGEMENT LLC  
435 HUDSON STREET, 8TH FLOOR

(Street)

NEW YORK NY 10014

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Stein Benjamin Forester](#)

(Last) (First) (Middle)

SPRUCE HOUSE INVESTMENT MANAGEMENT LLC  
435 HUDSON STREET, 8TH FLOOR

(Street)

NEW YORK NY 10014

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SPRUCE HOUSE INVESTMENT  
MANAGEMENT LLC](#)

(Last) (First) (Middle)

435 HUDSON STREET  
8TH FLOOR

(Street)

NEW YORK NY 10014

(City) (State) (Zip)

**Explanation of Responses:**

1. As a result of internal restructuring, the reported securities are now held in the account of The Spruce House Partnership LLC (the "Aggregator"), its sole members being The Spruce House Partnership (AI) LP (f/k/a The Spruce House Partnership LP) and The Spruce House Partnership (QP) LP (collectively, the "Funds"), each a private investment fund managed by Spruce House Investment Management LLC (the "Investment Manager").

2. The reported securities may be deemed to be beneficially owned by the Investment Manager, the general partner of the Funds, Spruce House Capital LLC (the "General Partner"), and by Zachary Sternberg and Benjamin Stein, managing members of the Investment Manager and the General Partner (the "Managing Members"). Each of the Funds, the Investment Manager, the General Partner and the Managing Members disclaim beneficial ownership of the reported securities held by the Aggregator, except to the extent of his or its pecuniary interest therein. The Aggregator, the Funds, the Investment Manager, the General Partner and the Managing Members (collectively, the "Reporting Persons") affirmatively disclaim being a "group" for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

[The Spruce House Partnership  
LLC By: /s/ Thomas Walker, 03/25/2020  
Authorized Person](#)

[The Spruce House Partnership  
\(AI\) LP By: /s/ Thomas Walker, 03/25/2020  
Authorized Person](#)

[The Spruce House Partnership  
\(QP\) LP By: /s/ Thomas Walker, 03/25/2020  
Authorized Person](#)

Spruce House Capital LLC  
By: /s/ Thomas Walker, 03/25/2020  
Authorized Person

Zachary Sternberg By: /s/  
Thomas Walker, (Attorney-in 03/25/2020  
fact)

Benjamin Stein By: /s/  
Thomas Walker, (Attorney-in 03/25/2020  
fact)

Spruce House Investment  
Management LLC By: /s/  
Thomas Walker, Authorized 03/25/2020  
Person

\*\* 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.**