

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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* <b>BRADLEY S JACOBS</b> _____ (Last) (First) (Middle) <b>C/O XPO LOGISTICS, INC.</b> <b>5 GREENWICH OFFICE PARK</b> _____ (Street) <b>GREENWICH CT 06831</b> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>XPO Logistics, Inc. [ XPO ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>09/02/2016</b>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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	09/02/2016		M		10,000	A	\$0	115,016	D	
Common Stock, par value \$0.001 per share	09/02/2016		M		32,000	A	\$0	147,016	D	
Common Stock, par value \$0.001 per share	09/02/2016		F <sup>(1)</sup>		20,555	D	\$35.78	126,461	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
Restricted Stock Unit	(2)	09/02/2016		M		10,000	(3)	(3)		Common Stock, par value \$0.001 per share	10,000	\$0	0	D	
Restricted Stock Unit	(2)	09/02/2016		M		32,000	(4)	(4)		Common Stock, par value \$0.001 per share	32,000	\$0	0	D	
Employee Stock Option (right to buy)	\$9.28						(5)	11/21/2021		Common Stock, par value \$0.001 per share	250,000		250,000	D	
See footnote <sup>(6)</sup>	\$7 <sup>(7)</sup>							09/02/2011	(8)	Common Stock, par value \$0.001 per share	9,642,857 <sup>(9)</sup>		67,500	I	See footnote <sup>(10)</sup>
Warrants	\$7 <sup>(11)</sup>							09/02/2011	09/02/2021	Common Stock, par value \$0.001 per share	9,642,857 <sup>(12)</sup>		9,642,857	I	See footnote <sup>(10)</sup>

**Explanation of Responses:**

- These shares were withheld by the Issuer to fund tax liability attributable to the vesting and settlement of the Restricted Stock Units ("RSUs") reported on this Form 4. These RSUs vested and were settled on September 2, 2016, as originally scheduled, and there were no related discretionary transactions or open market sales.
- Each 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 vest in equal annual installments of 20% each, beginning on September 2, 2012 and continuing on the first, second, third and fourth anniversaries thereof, subject to the Reporting Person's continued employment with the Issuer.
- The RSUs vest in equal annual installments of 20% each, beginning on September 2, 2012 and continuing on the first, second, third and fourth anniversaries thereof, subject to satisfaction of a specified performance goal, which has been certified as having been satisfied, and the Reporting Person's continued employment with the Issuer on such dates.
- The Employee Stock Options are fully vested and exercisable as of the filing date of this Form 4.
- 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 9,642,857 shares of Common Stock initially issuable upon conversion of 67,500 shares of Series A Convertible Perpetual Preferred Stock, subject to adjustment as set forth in the Certificate of Designation.
- Jacobs Private Equity, LLC is the direct beneficial owner of these securities. Bradley S. Jacobs is the Managing Member of Jacobs Private Equity, 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").

12. Represents 9,642,857 shares of Common Stock initially issuable upon the exercise of 9,642,857 Warrants, subject to adjustment as set forth in the Warrant Certificate.

**Remarks:**

/s/ Gordon E. Devens, Attorney-  
in-Fact 09/07/2016

\*\* 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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