

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 21, 2016

XPO LOGISTICS, INC.
(Exact name of registrant as specified in its charter)

Delaware

001-32172

03-0450326

(State or other jurisdiction of
incorporation)

(Commission File Number)

(I.R.S. Employer
Identification No.)

Five Greenwich Office Park, Greenwich, Connecticut 06831
(Address of principal executive offices)

(855) 976-4636
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Election of Directors

On March 20, 2016, the Board of Directors of XPO Logistics, Inc. (the “Company” or “XPO”) elected Gena L. Ashe as a member of the Company’s Board of Directors, effective on March 21, 2016. Ms. Ashe most recently served as chief legal officer of The Brickman Group, Ltd. (now BrightView Landscapes, LLC), a commercial landscape maintenance company in the United States. Pursuant to the Company’s bylaws, Ms. Ashe will serve as a director for an initial term until the Company’s 2016 annual meeting of stockholders. Ms. Ashe was also appointed to the Nominating and Corporate Governance Committee of the Board of Directors and will serve as the committee’s Chair.

As a non-employee director, Ms. Ashe will be entitled to receive an annual cash retainer (currently \$50,000), an additional cash retainer for service as Chair of the Nominating and Corporate Governance Committee (currently \$7,500) and an annual restricted stock unit (“RSU”) grant (currently \$175,000 in value), which will be granted on the first business day of each calendar year and will vest on the first anniversary of the grant date. The number of RSUs granted will be determined by dividing \$175,000 by the average of the closing price of the Company’s common stock on the 10 trading days immediately preceding the grant date.

Item 8.01. Other Events.

On March 21, 2016, the Company issued a press release announcing the election of Ms. Ashe to the Board of Directors, and further announcing the appointment of Mr. Michael G. Jesselson as lead independent director. The press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

In connection with the appointment of Mr. Jesselson as lead independent director, on March 20, 2016, the Board of Directors adopted certain amendments to the Company’s Corporate Governance Guidelines, including an amendment providing for the position of lead independent director within the Board of Directors’ leadership structure. The Corporate Governance Guidelines are available on the Company’s website at www.xpo.com.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of XPO Logistics, Inc. dated March 21, 2016

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated March 21, 2016

XPO LOGISTICS, INC.

By: /s/ Gordon E. Devens
Gordon E. Devens
Chief Legal Officer

EXHIBIT INDEX

Exhibit
Number

Description

99.1

Press Release of XPO Logistics, Inc. dated March 21, 2016



XPO Logistics Names Gena Ashe to Board of Directors

Appoints Michael Jesselson as lead independent director

GREENWICH, Conn. — March 21, 2016 — XPO Logistics, Inc. (NYSE: XPO) today announced two appointments related to its board of directors, effective immediately. Gena L. Ashe has joined the board as an independent director of the company, and will serve as chair of the nominating and corporate governance committee. Ms. Ashe's appointment expands the board to nine directors, seven of whom are independent directors. Michael G. Jesselson, who has served on the company's board since 2011, has been appointed to the newly created role of lead independent director.

Bradley Jacobs, chairman and chief executive officer of XPO Logistics, said, "The appointments of Gena and Michael to new roles on our board further demonstrate our company's commitment to strong corporate governance. Gena has extensive experience in some of our most important customer verticals, including e-commerce, food and beverage, and technology. Michael has an exemplary record as a director of XPO, and is an experienced lead independent director through his board service to other public companies. I'm pleased that the composition of our board increasingly reflects our scale and diversity as a global leader."

Ms. Ashe has more than two decades of broad-based executive experience with public and private companies in varied industries. She most recently served as chief legal officer of The Brickman Group, Ltd. (now BrightView Landscapes, LLC), the largest commercial landscape maintenance company in the United States. Prior to Brickman, she held senior legal roles with Catalina Marketing Corporation, Public Broadcasting Service (PBS), Darden Restaurants, Inc., Lucent Technologies, Inc. and AT&T. Earlier, Ms. Ashe was an electrical engineer with IBM Corporation before joining IBM's legal team.

Ms. Ashe holds a bachelor's degree in mathematics and physics from Spelman College, a master's degree in electrical engineering from Georgia Institute of Technology, and a doctor of law degree from Georgetown University. She is a graduate of the executive development program of the Wharton School of the University of Pennsylvania, and holds a certificate in international management from Oxford University in England.

In addition to XPO Logistics, Ms. Ashe is a member of the law alumni advisory board of Georgetown University Law Center, a trustee of Spelman College, and vice chair of the board of directors of the National Black MBA Association.

Mr. Jesselson has been president and chief executive officer of private investment firm Jesselson Capital Corporation since 1994. He has been an independent director of XPO Logistics since 2011, is a former chair of the nominating and corporate governance committee, and has significant shareholdings in the company. Additionally, Mr. Jesselson has served on the board of American Eagle Outfitters, Inc. since 1997, and has been its lead independent director since 2012. He is a director of C-III Capital Partners LLC, a trustee of Yeshiva University, co-chairman of Shaare Zedek Medical Center, and serves on the boards of numerous non-profit organizations, including the UJA-Federation of New York and the Hebrew University of Jerusalem.

The appointments of Ms. Ashe and Mr. Jesselson reflect XPO's commitment to strong and effective corporate governance. Other recent actions include declassifying the company's board in 2015 to require an annual election of all directors; adopting a majority vote standard in the election of directors; adopting stock ownership guidelines for directors and executive officers; and rotating committee chairs. The company also appointed Louis DeJoy as a director in 2015, adding significant expertise in supply chain operations. XPO continues to be proactive in seeking out highly qualified board candidates who bring relevant expertise and reflect the company's growing scale and diversity.

About XPO Logistics, Inc.

XPO Logistics, Inc. (NYSE: XPO) is a top ten global provider of cutting-edge supply chain solutions to the most successful companies in the world. The company provides services for truckload brokerage and transportation, last mile logistics, engineered supply chain solutions, high-value-add warehousing and distribution, ground and air expedite, less-than-truckload transportation, intermodal, drayage, managed transportation and global forwarding. XPO serves more than 50,000 customers with a highly integrated network of over 89,000 employees and 1,443 locations in 33 countries. XPO's corporate headquarters is in Greenwich, Conn., USA, and its European headquarters is in Lyon, France. www.xpo.com

Investor Contact:

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