

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

DELAWARE
(State or other jurisdiction of
incorporation or organization)

03-0450326
(I.R.S. Employer
Identification No.)

Five Greenwich Office Park
Greenwich, CT 06831
(855) 976-4636
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Gordon E. Devens
Senior Vice President, General Counsel and Secretary
XPO Logistics, Inc.
Five Greenwich Office Park
Greenwich, CT 06831
(855) 976-4636
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copy to:

Gary P. Cullen, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
155 North Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. **Registration Statement No. 333-176700**

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (2)
Common Stock par value \$0.001 per share	\$42,270,000	\$5,765.63

- (1) The registrant previously registered an aggregate principal amount of \$500,000,000 of securities on the Registration Statement on Form S-3 (Registration No. 333-176700). In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of not more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related Registration Statement on Form S-3 (Registration No. 333-176700) are being registered.
- (2) Calculated pursuant to Rule 457(o) under the Securities Act. The registrant previously registered an aggregate principal amount of \$500,000,000 of securities on the Registration Statement on Form S-3 (File No. 333-176700), for which a filing fee of \$58,050.00 was previously paid.

Pursuant to Rule 462(b) under the Securities Act of 1933, this Registration Statement shall become effective upon filing with the Securities and Exchange Commission.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed by XPO Logistics, Inc. (the "Company") pursuant to Rule 462(b) under the Securities Act of 1933, as amended. Pursuant to Rule 462(b), the Company hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Registration Statement on Form S-3 (File No. 333-176700), which was declared effective by the Securities and Exchange Commission ("SEC") on September 20, 2011 (the "Initial Registration Statement"), including each of the documents filed by the Company with the SEC and incorporated or deemed to be incorporated by reference therein and all exhibits thereto.

This Registration Statement is being filed with respect to the registration of an additional \$42,270,000 aggregate maximum principal amount of Common Stock of the Company, which is described in the prospectus constituting a part of the Initial Registration Statement.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Greenwich, State of Connecticut on this 5th day of August, 2013.

XPO LOGISTICS, INC.

By /s/ Bradley S. Jacobs

Name: Bradley S. Jacobs

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on this 5th day of August, 2013.

<u>Signature</u>	<u>Title</u>
<u>/s/ Bradley S. Jacobs</u> Name: Bradley S. Jacobs	Chief Executive Officer (Principal Executive Officer) and Chairman of the Board of Directors
<u>/s/ John J. Hardig</u> Name: John J. Hardig	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Kent R. Renner</u> Name: Kent R. Renner	Senior Vice President – Chief Accounting Officer (Principal Accounting Officer)
<u>*</u> Name: G. Chris Andersen	Director
<u>*</u> Name: Michael G. Jesselson	Director
<u>*</u> Name: Adrian P. Kingshott	Director
<u>*</u> Name: James J. Martell	Director
<u>*</u> Name: Jason D. Papastavrou	Director
<u>*</u> Name: Oren G. Shaffer	Director
<u>*By: /s/ Bradley S. Jacobs</u> Name: Bradley S. Jacobs Title: Attorney-in-Fact	

EXHIBIT INDEX

- 5.1 Opinion of Skadden, Arps, Slate, Meagher & Flom LLP
- 23.1 Consent of KMPG LLP, independent auditors
- 23.2 Consent of Cherry Bekaert LLP, independent auditors
- 23.3 Consent of Ernst & Young LLP, independent auditors
- 23.4 Acknowledgement of Ernst & Young LLP, independent accountants
- 23.5 Consent of Zeifmans LLP Chartered Accountants, independent auditors
- 23.6 Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1)
- 24.1 Powers of Attorney (incorporated by reference to the Registrant's Registration Statement on Form S-3 (File No. 333-176700))

[Letterhead of Skadden, Arps, Slate, Meagher & Flom LLP]

August 5, 2013

XPO Logistics, Inc.
Five Greenwich Office Park
Greenwich, Connecticut 06831

Re: XPO Logistics, Inc.
Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as special counsel to XPO Logistics, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-3 to be filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), on the date hereof (the "462(b) Registration Statement"). The 462(b) Registration Statement relates to the registration of \$42,270,000 aggregate maximum principal amount of the Company's common stock, par value \$0.001 per share (the "Offered Common Stock"). The 462(b) Registration Statement incorporates by reference the Company's Registration Statement on Form S-3 (File No. 333-176700), which was declared effective by the Commission on September 20, 2011 (the "Registration Statement"), allowing for delayed offerings pursuant to Rule 415 of the General Rules and Regulations under the Act.

This opinion is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the following:

- (a) the form of the 462(b) Registration Statement;
- (b) the Registration Statement;
- (c) the Amended and Restated Certificate of Incorporation of the Company, as amended (the "Certificate of Incorporation");
- (d) the Second Amended and Restated By-Laws of the Company, as in effect as of the date hereof (the "Bylaws"); and
- (e) certain resolutions of the Board of Directors of the Company (the "Board of Directors") relating to the registration and offering of the Offered Common Stock.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinions stated below.

In our examination, we have assumed the genuineness of all signatures, including endorsements, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of executed documents or documents to be executed, we have assumed (i) that the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and (ii) the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents, and the validity and binding effect thereof on such parties.

We do not express any opinion as to any laws other than (i) the General Corporation Law of the State of Delaware, (ii) those laws, rules and regulations of the State of New York that, in our experience, are normally applicable to transactions of the type contemplated by the 462(b) Registration Statement and (iii) the federal laws of the United States of America to the extent referred to specifically herein. Insofar as the opinions expressed herein relate to matters governed by laws other than those set forth in the preceding sentence, we have assumed, without having made any independent investigation, that such laws do not affect any of the opinions set forth herein. The opinions expressed herein are based on laws in effect on the date hereof, which laws are subject to change with possible retroactive effect.

Based upon the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that with respect to the Offered Common Stock, when (i) the 462(b) Registration Statement has been filed and has become effective under the Act, (ii) an appropriate prospectus supplement with respect to the Offered Common Stock has been prepared, delivered and filed in compliance with the Act and the applicable rules and regulations thereunder, (iii) if the Offered Common Stock is to be sold pursuant to a firm commitment underwritten offering, the underwriting agreement with respect to the Offered Common Stock has been duly authorized, executed and delivered by the Company and the other parties thereto, (iv) the Board of Directors, including any appropriate committee appointed thereby, and appropriate officers of the Company have taken all necessary corporate action to approve the issuance of the Offered Common Stock, the consideration to be received therefor and related matters, (v) the terms of the issuance and sale of the Offered Common Stock have been duly established in conformity with the Certificate of Incorporation and the Bylaws so as not to violate any applicable law, the Certificate of Incorporation or the Bylaws or result in a default under or breach of any agreement or instrument binding upon the Company and

so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company and (vi) the Offered Common Stock is delivered upon payment of the agreed upon consideration therefor, then the Offered Common Stock, when issued and sold in accordance with the applicable underwriting agreement with respect to the Offered Common Stock or any other duly authorized, executed and delivered valid and binding purchase or agency agreement, will be duly authorized, legally issued, fully paid and non-assessable, provided that the consideration therefor is not less than the par value thereof.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the 462(b) Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
XPO Logistics, Inc:

We consent to the use of our report dated March 12, 2013, with respect to the consolidated balance sheets of XPO Logistics, Inc. as of December 31, 2012 and 2011, and the related consolidated statements of operations, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2012, and the effectiveness of internal control over financial reporting incorporated herein by reference and to the reference to our firm under the heading "Experts" in the prospectus.

Our report dated March 12, 2013, on the effectiveness of internal control over financial reporting as of December 31, 2012, contains an explanatory paragraph that states XPO Logistics, Inc. acquired the capital stock of Kelron Corporate Services Inc. (Kelron) and the assets of Turbo Logistics, Inc. and Turbo Dedicated, Inc. (collectively, Turbo) during 2012, and management excluded from its assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2012, Kelron's and Turbo's internal control over financial reporting associated with total assets of \$14,958,000 and \$71,902,000, respectively, and total revenues of \$30,722,000 and \$27,197,000, respectively, included in the consolidated financial statements of XPO Logistics, Inc and subsidiaries as of and for the year ended December 31, 2012. Our audit of internal control over financial reporting of XPO Logistics, Inc. also excluded an evaluation of the internal control over financial reporting of Kelron and Turbo.

Chicago, Illinois
August 5, 2013

/s/ KPMG LLP

CONSENT OF INDEPENDENT AUDITOR

We consent to the reference to our firm under the caption "Experts" and to the incorporation by reference of our report dated August 2, 2013, with respect to the consolidated financial statements of 3PD Holdings, Inc. and subsidiaries and included in its Amendment No.1 to the Current Report on Form 8-K/A of XPO Logistics, Inc. dated August 5, 2013, filed with the Securities and Exchange Commission, in this Registration Statement (Form S-3) and in the Registration Statement (Form S-3 No. 333-176700) and related Prospectus of XPO Logistics, Inc.

/s/ Cherry Bekaert LLP

Atlanta, Georgia
August 5, 2013

Consent of Independent Auditors

We consent to the reference to our firm under the caption "Experts" and to the use of our report dated January 4, 2013, with respect to the audited combined financial statements of Turbo Logistics Inc. and Turbo Dedicated Inc. included in Amendment No. 1 to the Current Report on Form 8-K/A of XPO Logistics, Inc. dated January 4, 2013 incorporated by reference in this Registration Statement (Form S-3) and in the Registration Statement (Form S-3 No. 333-176700) and related Prospectus of XPO Logistics, Inc.

/s/ Ernst & Young LLP

Nashville, TN
August 5, 2013

Acknowledgement of Independent Accountants

We are aware of the incorporation by reference in this Registration Statement (Form S-3) of XPO Logistics, Inc. of our report dated January 4, 2013 relating to the unaudited combined financial statements of Turbo Logistics Inc. and Turbo Dedicated Inc. for the six-month periods ended June 30, 2012 and 2011 which appear in Amendment No. 1 to the Current Report on Form 8-K/A of XPO Logistics, Inc. dated January 4, 2013.

/s/ Ernst & Young LLP

Nashville, TN
August 5, 2013

The Board of Directors
XPO Logistics, Inc.:

Consent of Independent Auditor

We consent to the incorporation by reference in this Registration Statement on Form S-3 filed pursuant to Rule 462(b) of the Securities Act of 1933, of the reference to our firm under the caption “Experts” and of our report dated September 17, 2012 relating to the combined balance sheets of Kelron Corporate Services Inc. and Kelron Distribution Systems (Cleveland) LLC as at March 31, 2012, March 31, 2011 and April 1, 2010, and the combined statements of operations, retained earnings and cash flows for the years ended March 31, 2012 and March 31, 2011 included in the Registration Statement on Form S-3 (No. 333-176700) and the related Prospectus of XPO Logistics, Inc.

/s/ Zeifmans LLP

August 5, 2013
Toronto, Ontario

Chartered Accountants
Licensed Public Accountants