

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

| OMB APPROVAL | |
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|---|---|---|
| 1. Name and Address of Reporting Person* <u>Malat Scott</u> (Last) (First) (Middle) C/O XPO LOGISTICS, INC. 5 GREENWICH OFFICE PARK (Street) GREENWICH CT 06831 (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Strategy Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>09/02/2016</u> | |
| | | 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 | | 14,000 | A | \$0 | 59,337 | D | |
| Common Stock, par value \$0.001 per share | 09/02/2016 | | M | | 3,191 | A | \$0 | 62,528 | D | |
| Common Stock, par value \$0.001 per share | 09/02/2016 | | M | | 3,500 | A | \$0 | 66,028 | D | |
| Common Stock, par value \$0.001 per share | 09/02/2016 | | M | | 17,143 | A | \$0 | 83,171 | D | |
| Common Stock, par value \$0.001 per share | 09/02/2016 | | F ⁽¹⁾ | | 19,501 | D | \$0 | 63,670 | D ⁽²⁾ | |

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 | | | | | |
| Restricted Stock Unit | (3) | 09/02/2016 | | M | | | 14,000 | (4) | (4) | Common Stock, par value \$0.001 per share | \$0 | 0 | D | |
| Restricted Stock Unit | (3) | 09/02/2016 | | M | | | 3,191 | (5) | (5) | Common Stock, par value \$0.001 per share | \$0 | 0 | D | |
| Restricted Stock Unit | (3) | 09/02/2016 | | M | | | 3,500 | (6) | (6) | Common Stock, par value \$0.001 per share | \$0 | 0 | D | |
| Restricted Stock Unit | (3) | 09/02/2016 | | M | | | 17,143 | (7) | (7) | Common Stock, par value \$0.001 per share | \$0 | 11,428 | D | |

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.
- These securities are held jointly with the Reporting Person's spouse.
- 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 vested and were settled on September 2, 2016.
- 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 RSUs vest in installments of 60% on September 2, 2016, and 20% each on February 15, 2017 and February 15, 2018, 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.

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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