

**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): September 8, 2015

**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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

XPO Logistics, Inc. (the “Company”) held a special meeting of stockholders (the “2015 Special Meeting”) on September 8, 2015. At the 2015 Special Meeting, the stockholders approved an amendment of Article IV of the Company’s Amended and Restated Certificate of Incorporation (as amended, the “Certificate”) to increase the number of authorized shares of common stock, par value \$0.001 per share, from 150,000,000 to 300,000,000. The amendment to the Certificate is more fully described in the Company’s definitive proxy statement filed on August 12, 2015 with the Securities and Exchange Commission in connection with the 2015 Special Meeting. The full text of the amendment to the Certificate is attached as Exhibit 3.1 and is incorporated herein by reference.

The amendment to the Certificate became effective upon the Company’s filing of the Certificate of Amendment to the Certificate with the Secretary of State of the State of Delaware on September 8, 2015.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the 2015 Special Meeting, the stockholders approved:

1. The issuance of 12,500,546 shares of the Company’s common stock, par value \$0.001 per share, upon the conversion of 562,525 shares of the Company’s outstanding Series C Convertible Perpetual Preferred Stock;
2. An amendment to the Company’s amended and restated certificate of incorporation, as previously amended, increasing the number of authorized shares of common stock, par value \$0.001 per share, from 150,000,000 to 300,000,000;
3. The XPO Logistics, Inc. Amended and Restated 2011 Omnibus Incentive Compensation Plan (the “XPO Equity Plan”) for purposes of qualification under the French “law on growth, activity, and equality of economic chances” (as adopted on July 10, 2015, the “Macron Law”) so that equity grants that are made under the XPO Equity Plan to individuals who are subject to taxation under French law may qualify as “free grants of shares” under the Macron Law; and
4. To adjourn or postpone the special meeting, if necessary, to solicit additional proxies.

The voting results are set forth below:

Proposal 1: Issuance of common stock upon the conversion of Series C Convertible Perpetual Preferred Stock:

Votes For	84,694,055
Votes Against	931,604
Abstentions	56,818

Proposal 2: Approval of an amendment to the Company’s Certificate of Incorporation to increase the number of authorized shares of Common stock:

Votes For	90,055,706
Votes Against	5,021,275
Abstentions	131,504

Proposal 3: Approval of the Company's Amended and Restated 2011 Omnibus Incentive Compensation Plan for French Macron Law purposes:

Votes For	84,986,397
Votes Against	604,823
Abstentions	91,257

Proposal 4: Adjourn or postpone the Special Meeting, if necessary:

Votes For	92,883,363
Votes Against	2,147,802
Abstentions	177,320

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

3.1 Certificate of Amendment to Amended and Restated Certificate of Incorporation of XPO Logistics, Inc.

**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.

Date: September 8, 2015

XPO LOGISTICS, INC.

By: /s/ Gordon E. Devens

Gordon E. Devens

Senior Vice President and General Counsel

**EXHIBIT INDEX**

3.1 Certificate of Amendment to Amended and Restated Certificate of Incorporation of XPO Logistics, Inc.

**CERTIFICATE OF AMENDMENT  
TO  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
XPO LOGISTICS, INC.**

XPO Logistics, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “Corporation”), does hereby certify:

FIRST: The Amended and Restated Certificate of Incorporation of the Corporation, as heretofore amended, is hereby amended by deleting the first sentence of Article IV thereof in its entirety and replacing it with the following:

“The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Three Hundred Million (300,000,000) shares of common stock, par value \$0.001 per share, and Ten Million (10,000,000) shares of preferred stock, par value \$0.001 per share.”

SECOND: The Board of Directors of the Corporation has adopted a resolution approving and declaring advisable the amendment set forth in this Certificate of Amendment in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

THIRD: The stockholders of the Corporation, at a meeting duly called and held pursuant to Section 222 of the General Corporation Law of the State of Delaware, duly adopted the amendment set forth in this Certificate of Amendment in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: This amendment set forth in this Certificate of Amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer this 8th day of September, 2015.

XPO LOGISTICS, INC.

By:       /s/ Gordon E. Devens  
Gordon E. Devens  
Senior Vice President and General Counsel