

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

XPO Logistics, Inc.
(Name of Issuer)

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

983793100
(CUSIP Number)

August 11, 2022
Date of Event Which Requires Filing of this Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	Name of Reporting Person: MFN Partners, LP I.R.S. Identification No. of above Person (entities only) (voluntary)	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	Citizenship or Place of Organization Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 12,675,369
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 12,675,369
9	AGGREGATE AMOUNT BENEFICIALLY OWNED 12,675,369	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.0%	
12	TYPE OF REPORTING PERSON PN	

1	Names of Reporting Person: MFN Partners GP, LLC I.R.S. Identification No. of above Person (entities only) (voluntary)	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	Citizenship or Place of Organization Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 12,675,369
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 12,675,369
9	AGGREGATE AMOUNT BENEFICIALLY OWNED 12,675,369	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.0%	
12	TYPE OF REPORTING PERSON OO	

1	Names of Reporting Person: MFN Partners Management, LP I.R.S. Identification No. of above Person (entities only) (voluntary)	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	Citizenship or Place of Organization Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 12,675,369
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 12,675,369
9	AGGREGATE AMOUNT BENEFICIALLY OWNED 12,675,369	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.0%	
12	TYPE OF REPORTING PERSON IA, PN	

1	Names of Reporting Person: MFN Partners Management, LLC I.R.S. Identification No. of above Person (entities only) (voluntary)	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	Citizenship or Place of Organization Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 12,675,369
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 12,675,369
9	AGGREGATE AMOUNT BENEFICIALLY OWNED 12,675,369	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.0%	
12	TYPE OF REPORTING PERSON OO	

1	Names of Reporting Person: Michael F. DeMichele I.R.S. Identification No. of above Person (entities only) (voluntary)	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	Citizenship or Place of Organization United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 12,675,369
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 12,675,369
9	AGGREGATE AMOUNT BENEFICIALLY OWNED 12,675,369	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.0%	
12	TYPE OF REPORTING PERSON IN	

1	Names of Reporting Person: Farhad Nanji I.R.S. Identification No. of above Person (entities only) (voluntary)	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	Citizenship or Place of Organization Canada	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 12,675,369
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 12,675,369
9	AGGREGATE AMOUNT BENEFICIALLY OWNED 12,675,369	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.0%	
12	TYPE OF REPORTING PERSON IN	

AMENDMENT NO. 1 TO SCHEDULE 13G

Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission by the Reporting Persons with respect to the Common Stock of the Issuer on March 21, 2022 (the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following Item of the Schedule 13G is hereby amended and restated as follows:

Item 4. Ownership

(a) through (c):

The information requested by these paragraphs is incorporated by reference to the cover pages to this Amendment No. 1 to Schedule 13G and is based on 115,039,684 shares of Common Stock outstanding as of August 2, 2022, as reported in the Issuer's Report on Form 10-Q for the period ended June 30, 2022 filed with the Securities and Exchange Commission on August 8, 2022.

The shares reported herein are directly held by the Partnership. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 12, 2022

MFN PARTNERS, LP

By: /s/ Jonathan Reisman

Name: Jonathan Reisman

Title: Authorized Person

MFN PARTNERS GP, LLC

By: /s/ Jonathan Reisman

Name: Jonathan Reisman

Title: Authorized Person

MFN PARTNERS MANAGEMENT, LP

By: /s/ Jonathan Reisman

Name: Jonathan Reisman

Title: Authorized Person

MFN PARTNERS MANAGEMENT, LLC

By: /s/ Jonathan Reisman

Name: Jonathan Reisman

Title: Authorized Person

FARHAD NANJI

/s/ Farhad Nanji

Farhad Nanji, individually

MICHAEL F. DEMICHELE

/s/ Michael F. DeMichele

Michael F. DeMichele, individually