

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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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

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|--|--|---|
| 1. Name and Address of Reporting Person* <u>BRADLEY S JACOBS</u> (Last) (First) (Middle) <u>C/O XPO LOGISTICS, INC.</u> <u>5 GREENWICH OFFICE PARK</u> (Street) <u>GREENWICH CT 06831</u> (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;">Chief Executive Officer</p> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>08/20/2012</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 | 09/02/2013 | | M | | 42,000 | A | (1) | 70,140 | D | |
| Common Stock, par value \$0.001 per share | 09/02/2013 | | F(2) | | 13,314 | D | \$22.96 | 56,826 | D | |

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 | Title | Amount or Number of Shares | | | | |
| Restricted Stock Unit | (1) | 08/20/2012 | | A | | 160,000(3) | | (4) | (4) | Common Stock, par value \$0.001 per share | 160,000 | \$0 | 210,000(5) | D | |
| Restricted Stock Unit | (1) | 09/02/2013 | | M | | 42,000 | | (4) | (4) | Common Stock, par value \$0.001 per share | 42,000 | \$0 | 126,000 | D | |
| Stock Option (right to buy) | \$9.28 | | | | | | | (6) | 11/21/2021 | Common Stock, par value \$0.001 per share | 250,000 | | 250,000 | D | |
| See footnote(7) | \$7(8) | | | | | | | 09/02/2011 | (9) | Common Stock, par value \$0.001 per share | 9,642,857(10) | | 67,500 | I | See footnote(11) |
| Warrants | \$7(12) | | | | | | | 09/02/2011 | 09/02/2021 | Common Stock, par value \$0.001 per share | 9,642,857(12) | | 9,642,857(13) | I | See footnote(11) |

Explanation of Responses:

- Each restricted stock unit ("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.
- These shares of Common Stock were withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting and settlement of RSUs.
- On January 5, 2012, the Reporting Person was granted 160,000 unvested RSUs, subject to the Company's satisfaction of certain predetermined performance criteria and the Reporting Person's continued employment with the Issuer. On August 20, 2012, the Compensation Committee of the Board of Directors of the Issuer certified that the performance criteria applicable to such RSUs had been satisfied; such RSUs thereafter vested as follows: the first installment of 32,000 of such RSUs vested and was settled on September 2, 2012 (which transaction was previously reported as an acquisition of Common Stock on a Form 4 filed September 5, 2012); the second installment of 32,000 vested and was settled on September 2, 2013 and is reported herein, and 32,000 of such RSUs shall vest and be settled on each of September 2, 2014, 2015 and 2016, subject to the Reporting Person's continued employment with the Issuer.
- The RSUs vest and shall be settled 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.
- For clarity, the number of RSUs reported as being owned by the Reporting Person following such August 20, 2012 acquisition includes 50,000 other RSUs that were then held by the Reporting Person, 20,000 of which have subsequently vested and been settled for shares of Common Stock, including 10,000 that vested and were settled for shares of Common Stock on September 2, 2013 as reported herein.
- The Employee Stock Options 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.
- Series A Convertible Perpetual Preferred Stock, par value \$0.001 per share.
- The initial conversion price of the Series A Convertible Perpetual Preferred Stock is \$7 per share of Common Stock, subject to adjustment as set forth in the Certificate of Designation of Series A Convertible Perpetual Preferred Stock, filed as Exhibit 4.1 to the Issuer's Current Report on Form 8-K filed with the SEC on September 6, 2011 (the "Certificate of Designation").
- The Series A Convertible Perpetual Preferred Stock has no expiration date.
- Represents 9,642,857 shares of Common Stock initially issuable upon conversion of 67,500 shares of Series A Convertible Perpetual Preferred Stock, subject to adjustment as set forth in the Certificate of Designation.
- Jacobs Private Equity, LLC is the direct beneficial owner of these securities. Bradley S. Jacobs is the Managing Member of Jacobs Private Equity, LLC.
- The initial exercise price of the Warrants is \$7 per share of Common Stock, subject to adjustment as set forth in the Form of Warrant Certificate, filed as Exhibit 4.2 to the Issuer's Current Report on Form 8-K filed with the SEC on September 6, 2011 (the "Warrant Certificate").
- Represents 9,642,857 shares of Common Stock initially issuable upon the exercise of 9,642,857 Warrants, subject to adjustment as set forth in the Warrant Certificate. The 9,642,857 shares of Common Stock initially issuable upon the exercise of the Warrants, together with the 9,642,857 shares of Common Stock initially issuable upon conversion of the Series A Convertible Perpetual Preferred Stock as described in Footnote 10 above, represent an aggregate of 19,285,714 shares of Common Stock initially issuable upon conversion of the Series A Convertible Perpetual Preferred Stock or upon the exercise of the Warrants.

Gordon E. Devens, Attorney in
Fact

09/04/2013

** 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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