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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 28, 2013**

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**XPO LOGISTICS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-32172**  
(Commission  
File Number)

**03-0450326**  
(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)

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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))
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**Item 2.01. Completion of Acquisition or Disposition of Assets.**

On December 28, 2013, XPO Logistics, Inc. (the “Company”) completed the acquisition of all of the outstanding capital stock of Landstar Supply Chain Solutions, Inc., which owns all of the outstanding equity interests of Landstar Supply Chain Solutions LLC (together “LSCS”), pursuant to a stock purchase agreement, dated December 10, 2013 (the “Agreement”), by and among, the Company, Landstar Supply Chain Solutions, Inc., and Landstar System Holdings, Inc. Pursuant to the Agreement, the Company acquired NLM, the largest provider of web-based expedited transportation management in North America, and a second technology product, A3i. The \$87 million in total consideration paid pursuant to the Agreement was funded through the Company’s secured revolving loan credit facility and available cash, including approximately \$13.4 million of cash acquired on closing.

A copy of the Company’s press release announcing the consummation of the transactions provided in the Agreement is filed as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

*(a) Financial Statements of Businesses Acquired.*

The financial metrics of the business acquired do not meet any of the significance standards under Rule 3-05 and Rule 11-01 of Regulation S-X and, as a result, the Company is not required to file financial statements of LSCS or pro forma financial statements in this Current Report on Form 8-K.

*(d) Exhibits.*

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press Release, dated December 30, 2013.

**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: January 3, 2014

XPO LOGISTICS, INC.

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

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press Release, dated December 30, 2013.

**XPO Logistics Completes Acquisition of NLM*****Establishes strong foothold in managed transportation******Becomes the largest manager of expedited shipments in North America******Rebrands acquired operations as XPO NLM***

**GREENWICH, Conn. — December 30, 2013** — XPO Logistics, Inc. (NYSE: XPO) (“XPO” or the “company”) today announced that it has completed its previously announced acquisition of NLM from Landstar System, Inc. The company funded the \$87 million cash transaction through its ABL facility and available cash, including approximately \$13.4 million of cash acquired on closing. A second technology product, A3i, was included in the transaction.

Bradley Jacobs, chairman and chief executive officer of XPO Logistics, said, “Our acquisition of NLM has given us the attractive entry we sought into managed transportation. In addition, it makes us the largest manager of expedited shipments in North America, a sector where we satisfy some of the most service-sensitive customers on a daily basis. We’ll now market our new web-based freight management capabilities to our largest customers, and introduce XPO NLM customers to our full range of services. This transaction – and our recent acquisitions of last-mile leaders 3PD and Optima – reflect our commitment to provide services in the fastest-growing areas of transportation logistics.”

**Rebrands Acquired Operations as XPO NLM**

The company has rebranded the NLM operations as XPO NLM, and has created a seamless transition for customers and carriers to the new portal [www.xponlm.com](http://www.xponlm.com).

**Advisor**

EVE Partners, LLC served as advisor to the company’s board of directors on the NLM transaction.

**About XPO Logistics, Inc.**

XPO Logistics, Inc. (NYSE: XPO) is one of the fastest growing providers of transportation logistics services in North America: the fourth largest freight brokerage firm, the largest provider of heavy goods, last-mile logistics, and the largest manager of expedited shipments, with growing positions in managed transportation, global freight forwarding, less-than-truckload brokerage and intermodal. The company facilitates more than 20,000 deliveries a day throughout the U.S., Mexico and Canada.

XPO is built to deliver constant growth in capacity and passionate service through market-facing technologies and 92 locations in the United States and Canada. The company uses its relationships with more than 24,000 ground, sea and air carriers to facilitate the transportation of freight for over 9,500 customers in the manufacturing, industrial, retail, commercial, life sciences and government sectors. [www.xpologistics.com](http://www.xpologistics.com)

## **Forward Looking Statements**

*This press release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including the expected impact of the transaction, including the expected impact on XPO Logistics' results of operations and EBITDA, and the expected ability to integrate operations and technology platforms and to cross-sell services. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. In some cases, forward-looking statements can be identified by the use of forward-looking terms such as "anticipate," "estimate," "believe," "continue," "could," "intend," "may," "plan," "potential," "predict," "should," "will," "expect," "objective," "projection," "forecast," "goal," "guidance," "outlook," "effort," "target" or the negative of these terms or other comparable terms. However, the absence of these words does not mean that the statements are not forward-looking. These forward-looking statements are based on certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in the circumstances.*

*These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions that may cause actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. Factors that might cause or contribute to a material difference include, but are not limited to, those discussed in our filings with the SEC and the following: economic conditions generally; competition; our ability to find suitable acquisition candidates and execute our acquisition strategy; the expected impact of our acquisitions, including the expected impact on our results of operations; our ability to raise debt and equity capital; our ability to attract and retain key employees to execute our growth strategy, including the retention of NLM's management team; litigation, including litigation related to misclassification of independent contractors; our ability to develop and implement a suitable information technology system; our ability to maintain positive relationships with our and NLM's network of third-party transportation providers; our ability to retain our and NLM's largest customers; our ability to successfully integrate acquired businesses, including NLM; and governmental regulation. All forward-looking statements set forth in this press release are qualified by these cautionary statements and there can be no assurance that the actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected consequences to or effects on us or our business or operations. Forward-looking statements set forth in this press release speak only as of the date hereof and we do not undertake any obligation to update forward-looking statements to reflect subsequent events or circumstances, changes in expectations or the occurrence of unanticipated events except to the extent required by law.*

### **Investor Contact:**

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