

---

---

**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): June 8, 2012**

---

**XPO LOGISTICS, INC.**

(Exact name of registrant as specified in its charter)

**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)

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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing**

On June 8, 2012, XPO Logistics, Inc. (the “Company”) provided written notice to the NYSE MKT (formerly known as NYSE Amex) that the Company expects to voluntarily cease trading its common stock, par value \$0.001 per share (the “Common Stock”), on the NYSE MKT, effective on or about June 18, 2012, and to commence trading on the New York Stock Exchange (the “NYSE”) on June 14, 2012. The Common Stock has been authorized for listing on the NYSE. The Company will retain its stock ticker “XPO”.

A copy of the Company’s press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

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

*(d) Exhibits*

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press Release, dated June 8, 2012.

**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: June 8, 2012

XPO LOGISTICS, INC.

By: /s/ Gordon E. Devens

Gordon E. Devens  
Senior Vice President, General  
Counsel and Secretary

**XPO Logistics to List Shares on the New York Stock Exchange**

**GREENWICH, Conn. — June 8, 2012** — XPO Logistics, Inc. (NYSE MKT: XPO), a leading third party transportation logistics company, today announced that it will transfer the listing of its common stock to the New York Stock Exchange (“NYSE”) from the NYSE MKT. The company will retain its stock ticker XPO.

The company expects to begin trading on the NYSE on Thursday, June 14, 2012, when Bradley Jacobs, chairman and chief executive officer, will ring the Opening Bell. The company’s stock will continue to trade on the NYSE MKT until the transfer is complete.

**About XPO Logistics, Inc.**

XPO Logistics, Inc. is a non-asset based, third-party logistics provider of freight transportation services that uses a network of relationships with ground, sea and air carriers to find the best transportation solutions for its customers. The company offers its services through three distinct business units: expedited transportation (Express-1, Inc.); freight forwarding (Concert Group Logistics, Inc.); and freight brokerage. XPO Logistics serves more than 4,000 retail, commercial, manufacturing and industrial customers through 17 U.S. branches and 25 agent locations. [www.xpologistics.com](http://www.xpologistics.com)

**Investor Contact:**

XPO Logistics, Inc.  
Scott Malat, 1-203-413-4002  
[scott.malat@xpologistics.com](mailto:scott.malat@xpologistics.com)

**Media Contact:**

Brunswick Group  
Steve Lipin / Gemma Hart, 1-212-333-3810