

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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).

1. Name and Address of Reporting Person* <u>Robinson Lance A</u> _____ (Last) (First) (Middle) <u>C/O XPO LOGISTICS, INC.</u> <u>FIVE AMERICAN LANE</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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <p style="text-align: center;"><b>Chief Accounting Officer</b></p>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>10/01/2021</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

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	10/01/2021		M		16,521	A	\$0	79,178	D	
Common Stock, par value \$0.001 per share	10/01/2021		F <sup>(1)</sup>		8,778	D <sup>(1)</sup>	\$80.85	70,400	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					
Restricted Stock Unit	<sup>(2)</sup>	10/01/2021		M			16,521 <sup>(3)</sup>	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock, par value \$0.001 per share	\$0	66,082 <sup>(3)</sup>	D	

Explanation of Responses:

- No shares were sold by the Reporting Person. These shares were withheld by the Issuer to fund tax liability attributable to the vesting and settlement of the Restricted Stock Units ("RSUs") reported on this Form 4. These RSUs vested and were settled on October 1, 2021 as originally scheduled and there were no related discretionary transactions or open market sales.
- Each 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.
- Reflects previously granted RSUs with adjustments to the number of shares of Common Stock underlying such RSUs to maintain the economic value of the shares of Common Stock underlying the RSUs prior to the Issuer's spin-off of its logistics segment on August 2, 2021 (the "Spin-off"). These previously granted RSUs have the same vesting and other applicable terms and conditions as they did immediately prior to the Spin-Off.
- The RSUs vest in ten equal annual installments, beginning on October 1, 2016 and continuing on the next nine anniversaries thereof, generally subject to the Reporting Person's continued employment with the Issuer through the applicable vesting date.

Remarks:

See Exhibit 24, Power of Attorney, attached.

/s/ Riina Tohver, Attorney-in-Fact

10/05/2021

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Riina Tohvert, acting singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer or director of XPO Logistics, Inc. (the "Company")
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be necessary or desirable to complete and execute any

The undersigned grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requires.

The undersigned acknowledges that such attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, and the undersigned agrees to indemnify and hold harmless the Company and such attorney-in-fact against any losses, claims, damages or expenses.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined in the foregoing.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 29th day of September, 2021.

/s/ Lance A. Robinson  
Lance A. Robinson