

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

1. Name and Address of Reporting Person* <u>BRADLEY S JACOBS</u> (Last) (First) (Middle) C/O XPO LOGISTICS, INC. FIVE AMERICAN LANE (Street) GREENWICH CT 06831 (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/18/2022</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	07/18/2022		s ⁽¹⁾		6,471	D	\$50.06 ⁽³⁾	6,461,730	I	See footnote ⁽²⁾
Common Stock, par value \$0.001 per share	07/19/2022		s ⁽¹⁾		15,239	D	\$50.78 ⁽⁴⁾	6,446,491	I	See footnote ⁽²⁾
Common Stock, par value \$0.001 per share	07/19/2022		s ⁽¹⁾		34,761	D	\$51.52 ⁽⁵⁾	6,411,730	I	See footnote ⁽²⁾
Common Stock, par value \$0.001 per share	07/20/2022		s ⁽¹⁾		7,108	D	\$52.17 ⁽⁶⁾	6,404,622	I	See footnote ⁽²⁾
Common Stock, par value \$0.001 per share	07/20/2022		s ⁽¹⁾		17,873	D	\$53.18 ⁽⁷⁾	6,386,749	I	See footnote ⁽²⁾
Common Stock, par value \$0.001 per share	07/20/2022		s ⁽¹⁾		25,019	D	\$54.08 ⁽⁸⁾	6,361,730	I	See footnote ⁽²⁾
Common Stock, par value \$0.001 per share								387,416	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)					

Explanation of Responses:

- The sales reported in this Form 4 were automatically effected pursuant to a previously executed selling plan of Jacobs Private Equity, LLC ("JPE") that is intended to comply with Rule 10b5-1(c) promulgated under the Securities Exchange Act of 1934, as amended. The shares were sold by JPE for tax and estate planning purposes.
- JPE is the direct beneficial owner of these securities. Brad Jacobs is the Managing Member of JPE.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.00 to \$50.18, inclusive. The reporting person undertakes to provide to XPO Logistics, Inc. ("XPO"), any security holder of XPO, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (3), (4), (5), (6), (7) and (8) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.06 to \$51.05, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.06 to \$51.90, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.55 to \$52.54, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.55 to \$53.54, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.55 to \$54.45, inclusive.

/s/ Brad Jacobs

07/20/2022

** 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.

