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

SCHEDULE TO
(RULE 14d-100)

**Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 5)**

CON-WAY INC.

(Name of Subject Company)

CANADA MERGER CORP.
(Offeror)

XPO LOGISTICS, INC.
(Parent of Offeror)
(Names of Filing Persons)

COMMON STOCK, \$0.625 PAR VALUE
(Title of Class of Securities)

205944101
(Cusip Number of Class of Securities)

Gordon E. Devens
Senior Vice President, General Counsel and Secretary
XPO Logistics, Inc.
Five Greenwich Office Park
Greenwich, CT 06831
(855) 976-4636

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

With a copy to:

Adam O. Emmerich, Esq.
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019
(212) 403-1000

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$2,765,579,896.80	\$321,360.38

- * Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated by adding the sum of (i) 56,866,820 shares of common stock, par value \$0.625 per share (the "Shares"), of Con-way Corporation ("Con-way") outstanding multiplied by the offer price of \$47.60 per share, (ii) 1,233,598 Shares subject to outstanding restricted stock unit award and performance share plan units, which reflects the maximum number of restricted stock unit awards and performance share plan units that may be outstanding at the time the offer is completed, multiplied by the offer price of \$47.60 per share. The calculation of the filing fee is based on information provided by Con-way as of September 3, 2015.
- ** The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal Year 2015, issued August 29, 2014, by multiplying the Transaction Valuation by 0.0001162.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$321,360.38
 Form or Registration No.: Schedule TO (File No. 005-14440)

Filing Party: XPO Logistics, Inc. and Canada Merger Corp.
 Date Filed: September 15, 2015

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- Third-party tender offer subject to Rule 14d-1.
- Issuer tender offer subject to Rule 13e-4.
- Going-private transaction subject to Rule 13e-3.
- Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

This Amendment No. 5 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO filed with the U.S. Securities and Exchange Commission on September 15, 2015 (together with any subsequent amendments and supplements thereto, the “Schedule TO”). The Schedule TO relates to the tender offer by Canada Merger Corp., a Delaware corporation (“Purchaser”) and a wholly owned subsidiary of XPO Logistics, Inc., a Delaware corporation (“XPO” or “Parent”), for all of the outstanding shares of common stock, par value \$0.625 per share (“Shares”), of Con-way Inc., a Delaware corporation (“Con-way”), at a price of \$47.60 per share, net to the seller in cash, without interest thereon and less any applicable withholding taxes, upon the terms and conditions set forth in the offer to purchase dated September 15, 2015 (the “Offer to Purchase”), a copy of which is attached as Exhibit (a)(1)(A), and in the related letter of transmittal (the “Letter of Transmittal”), a copy of which is attached as Exhibit (a)(1)(B), which, as each may be amended or supplemented from time to time, collectively constitute the “Offer.”

All the information set forth in the Offer to Purchase, including Schedule I thereto, is incorporated by reference herein in response to Items 1 through 9 and Item 11 of this Schedule TO, and is supplemented by the information specifically provided in this Schedule TO.

This Amendment is being filed to amend and supplement Items 1, 4, 11 and 12 as reflected below.

Items 1, 4 and 11. Summary Term Sheet; Terms of the Transaction; Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented as follows:

The information set forth in Section 16 — “Certain Legal Matters; Regulatory Approvals” of the Offer to Purchase is hereby amended and supplemented to add the paragraph set forth below as the last paragraph under “*Compliance with the HSR Act*”.

“On October 16, 2015, XPO received clearance from the Mexican Federal Commission on Economic Competition under the Mexican Federal Law on Economic Competition of 2014, as amended, relating to XPO’s purchase of Shares in the Offer. Accordingly, the Antitrust Condition has been satisfied. The Offer continues to be subject to the other conditions set forth in Section 15—“Conditions of the Offer” of the Offer to Purchase.”

Items 1, 4 and 11 of the Schedule TO are hereby amended and supplemented as follows:

“On October 19, 2015, XPO announced an extension of the expiration of the Offer until 12:01 a.m., New York City time, on October 30, 2015, unless further extended. The Offer, which was previously scheduled to expire immediately after 11:59 p.m., New York City time, on October 16, 2015, was extended to allow additional time for the satisfaction of the Marketing Period Condition. The Depositary has advised XPO and Purchaser that as of the close of business, New York City time, on October 16, 2015, approximately 39,965,441 Shares (not including 6,503,235 Shares tendered by notice of guaranteed delivery for which Shares have not yet been delivered) have been validly tendered and not properly withdrawn pursuant to the Offer, representing approximately 70.3% of the outstanding Shares. The press release announcing the extension of the Offer is attached hereto as Exhibit (a)(5)(C).”

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented as follows:

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(C)	Press Release issued by XPO Logistics, Inc. on October 19, 2015.

SIGNATURES

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: October 19, 2015

CANADA MERGER CORP.

By: /s/ Gordon E. Devens
Name: Gordon E. Devens
Title: Vice President, Secretary and Treasurer

XPO LOGISTICS, INC.

By: /s/ Gordon E. Devens
Name: Gordon E. Devens
Title: Senior Vice President; General Counsel and Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(A)	Offer to Purchase, dated September 15, 2015.*
(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(F)	Joint Press Release issued by XPO Logistics, Inc. and Con-way Inc. on September 9, 2015 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by XPO Logistics, Inc. with the Securities and Exchange Commission on September 9, 2015).*
(a)(1)(G)	Investor Presentation dated September 9, 2015 (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K filed by XPO Logistics, Inc. with the Securities and Exchange Commission on September 9, 2015).*
(a)(1)(H)	Investor Presentation Script dated September 9, 2015 (incorporated by reference to Exhibit 99.3 to the Current Report on Form 8-K filed by XPO Logistics, Inc. with the Securities and Exchange Commission on September 9, 2015).*
(a)(1)(I)	Transcript of September 10, 2015, (incorporated by reference to Schedule TO-C filed by XPO Logistics, Inc. with the Securities and Exchange Commission on September 11, 2015).*
(a)(1)(J)	Summary Advertisement as published in the <i>Wall Street Journal</i> on September 15, 2015.*
(a)(1)(K)	Form of Notice to Participant and Beneficiaries in the Con-way Plans.*
(a)(1)(L)	Trustee Instruction Form for Conway Plans.*
(a)(1)(M)	Form of Notice Follow-up Notice to Participant and Beneficiaries in the Con-way Plans.*
(a)(5)(A)	Complaint filed by Robert Abrams on behalf of himself and all others similarly situated, on October 7, 2015, in the Court of Chancery, State of Delaware.*
(a)(5)(B)	Press Release issued by XPO Logistics, Inc. on October 13, 2015.*

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(C)	Press Release issued by XPO Logistics, Inc. on October 19, 2015.
(b)(1)	Amended and Restated Debt Commitment Letter, dated as of September 25, 2015, among Morgan Stanley Senior Funding, Inc. and the other Commitment Parties named therein and XPO Logistics, Inc.*
(d)(1)	Agreement and Plan of Merger, dated as of September 9, 2015, by and among XPO Logistics, Inc., Canada Merger Corp. and Con-way Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by XPO Logistics, Inc. with the Securities and Exchange Commission on September 10, 2015).*
(d)(2)	Confidentiality Agreement and Plan of Merger, dated as of July 28, 2015, by and between XPO Logistics, Inc. and Con-way Inc.*
(g)	None.
(h)	None.

* Previously filed.



XPO LOGISTICS EXTENDS TENDER OFFER TO ACQUIRE CON-WAY

GREENWICH, Conn. – October 19, 2015 – XPO Logistics, Inc. (“XPO” or the “company”) (NYSE: XPO) today announced that it has extended its previously announced tender offer to purchase all of the outstanding shares of common stock of Con-way Inc. (“Con-way”) (NYSE: CNW) for \$47.60 per share in cash (the “Offer”). The Offer will now expire immediately after 12:01 a.m., New York City time, on October 30, 2015, unless it is further extended. All other terms and conditions of the Offer remain unchanged.

The completion of the Offer remains subject to certain customary terms and conditions set forth in the Offer to Purchase, dated September 15, 2015, as amended (the “Offer to Purchase”), and other related materials by which the Offer is being made. As previously disclosed, the mandatory waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, has been terminated, and the Offer has been cleared unconditionally under the Dutch Competition Act of 22 May 1997, as amended. On October 16, 2015, the Offer was also cleared unconditionally under the Mexican Federal Law on Economic Competition of 2014, as amended. The Offer has been extended to allow additional time for the satisfaction of the Marketing Period Condition, as defined in the Offer to Purchase.

Computershare Trust Company, N.A., the depositary for the Offer, has advised XPO that as of the close of business, New York City time, on October 16, 2015, approximately 39,965,441 shares of common stock of Con-way have been validly tendered and not properly withdrawn pursuant to the Offer, representing approximately 70.3% of Con-way’s outstanding shares. Shareholders who have already tendered their shares of common stock of Con-way do not have to re-tender their shares or take any other action as a result of the extension of the Offer.

About XPO Logistics, Inc.

XPO Logistics, Inc. (NYSE: XPO) is a top ten global provider of cutting-edge supply chain solutions to the most successful companies in the world. The company provides high-value-add services for truck brokerage and transportation, last mile logistics, intermodal, contract logistics, ground and air expedite, drayage, global forwarding and managed transportation. XPO serves more than 30,000 customers with a highly integrated network of over 54,000 employees and 887 locations in 27 countries. www.xpo.com

XPO's corporate headquarters is in Greenwich, Conn., USA, and its European headquarters is in Lyon, France. The company holds an 86.25% controlling interest in Norbert Dentressangle SA. The remaining ND stock is traded as GND on Euronext Paris / Euronext London — Isin FR0000052870. www.norbert-dentressangle.com

ADDITIONAL INFORMATION AND WHERE TO FIND IT

This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares. The tender offer is being made pursuant to a Tender Offer Statement on Schedule TO filed by XPO with the Securities and Exchange Commission (the "SEC") on September 15, 2015. Con-way filed a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the tender offer on September 22, 2015. THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION / RECOMMENDATION STATEMENT, INCLUDING IN EACH CASE ANY AMENDMENTS OR SUPPLEMENTS THERETO, CONTAIN IMPORTANT INFORMATION. HOLDERS OF SHARES OF CON-WAY COMMON STOCK ARE URGED TO READ THESE DOCUMENTS CAREFULLY BECAUSE THEY CONTAIN IMPORTANT INFORMATION THAT HOLDERS OF SHARES OF CON-WAY COMMON STOCK SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SHARES. The Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, are being made available to all holders of shares of Con-way common stock at no expense to them. The tender offer materials and the Solicitation/Recommendation Statement are available at no charge on the SEC's website at www.sec.gov. The tender offer materials and the Solicitation/Recommendation Statement may also be obtained at no charge by contacting Innisfree M&A Incorporated, the information agent for the tender offer, toll-free at (877) 717-3898.

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, concerning XPO, Con-way, the proposed transaction and other matters. 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 those discussed in XPO’s filings with the SEC and the following: economic conditions generally; competition; XPO’s ability to find suitable acquisition candidates and execute its acquisition strategy; the expected impact of the Con-way acquisition and the related financing, including the expected impact on XPO’s results of operations; the ability to obtain the requisite regulatory approvals; XPO’s ability to successfully complete the contemplated tender offer and subsequent merger; the ability to successfully integrate and realize anticipated synergies, cost savings and profit improvement opportunities with respect to Con-way and other acquired companies; XPO’s ability to raise debt and equity capital; XPO’s ability to attract and retain key employees to execute its growth strategy, including retention of Con-way’s key employees; litigation, including litigation related to alleged misclassification of independent contractors; the ability to develop and implement a suitable information technology system; the ability to maintain positive relationships with XPO’s and Con-way’s networks of third-party transportation providers; the ability to retain XPO’s, Con-way’s and other acquired companies’ largest customers; rail and other network changes; weather and other service disruptions; 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 will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, XPO, Con-way or their respective businesses or operations. Forward-looking statements set forth in this press release speak only as of the date hereof, and neither XPO nor Con-way undertakes 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.

Contacts

For investor questions:

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For media questions:

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Gemma Hart, 1-212-333-3810