

OMB APPROVAL	
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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

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>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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 12/29/2020	
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	12/29/2020		M		250,000	A	\$9.28	513,887	D	
Common Stock, par value \$0.001 per share	12/29/2020		F ⁽¹⁾		126,471	D ⁽¹⁾	\$117.22	387,416	D	
Common Stock, par value \$0.001 per share	12/30/2020		A ⁽²⁾		9,642,857	A ⁽²⁾	\$0 ⁽²⁾	9,642,857	I	See footnote ⁽³⁾

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					
Employee Stock Option (right to buy)	\$9.28	12/29/2020		M		250,000		(4)	11/21/2021	Common Stock, par value \$0.001 per share	250,000	0	D	
See footnote ⁽⁵⁾	\$7 ⁽⁶⁾	12/29/2020		D ⁽²⁾		67,500		(7)	09/02/2011	Common Stock, par value \$0.001 per share	67,500 ⁽⁸⁾	0	I	See footnote ⁽³⁾

Explanation of Responses:

- No shares were sold by the Reporting Person. These shares were withheld by the Issuer to fund the exercise price and tax liability attributable to the exercise of the Employee Stock Options reported on this Form 4. The Employee Stock Options were fully vested and exercisable at the time of the exercise, and there were no related discretionary transactions or open market sales.
- Jacobs Private Equity, LLC exchanged 67,500 shares of Series A Convertible Perpetual Preferred Stock for 9,642,857 shares of Common Stock pursuant to the terms of a Preferred Stock Exchange Agreement dated December 30, 2020 among the Company and Jacobs Private Equity, LLC.
- Jacobs Private Equity, LLC is the direct beneficial owner of these securities. Bradley S. Jacobs is the Managing Member of Jacobs Private Equity, LLC.
- The Employee Stock Options vested in equal annual installments of 20% each, beginning on September 2, 2012 and continuing on the first, second, third and fourth anniversaries thereof. The Employee Stock Options were due to expire on November 21, 2021.
- Series A Convertible Perpetual Preferred Stock, par value \$0.001 per share.
- The initial conversion price of the Series A Convertible Perpetual Preferred Stock is \$7 per share of Common Stock, subject to adjustment as set forth in the Certificate of Designation of Series A Convertible Perpetual Preferred Stock, filed as Exhibit 4.1 to the Issuer's Current Report on Form 8-K filed with the SEC on September 6, 2011 (the "Certificate of Designation").
- The Series A Convertible Perpetual Preferred Stock has no expiration date.
- Represents 9,642,857 shares of Common Stock initially issuable upon conversion of 67,500 shares of Series A Convertible Perpetual Preferred Stock, subject to adjustment as set forth in the Certificate of Designation.

Remarks:

/s/ Karlis P. Kirsis, Attorney-in-Fact 12/30/2020

** 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.