
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): **May 19, 2015**

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
(IRS Employer
Identification No.)

Five Greenwich Office Park
Greenwich, CT
(Address of principal
executive offices)

6831
(Zip Code)

Registrant's telephone number, including area code: (855) 976-4636

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))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

XPO Logistics, Inc. (the “Company”) held its 2015 annual meeting of stockholders (the “2015 Annual Meeting”) on May 19, 2015. At the 2015 Annual Meeting, the stockholders approved an amendment of Article VII of the Company’s Amended and Restated Certificate of Incorporation (as amended, the “Certificate”) to declassify the Board of Directors and to provide for the annual election of directors. The amendment to the Certificate is more fully described in the Company’s definitive proxy statement filed on April 8, 2015 with the Securities and Exchange Commission in connection with the 2015 Annual Meeting (the “Proxy Statement”). The full text of the amendment to the Certificate is attached as Exhibit 3.1 and is incorporated herein by reference.

The amendment to the Certificate became effective upon the Company’s filing of the Certificate of Amendment to the Certificate with the Secretary of State of the State of Delaware on May 20, 2015.

In connection with the amendment to the Certificate, the Company also adopted amendments to its 2nd amended and restated bylaws (the “Bylaws”) to eliminate the provisions pertaining to the classified structure of the board of directors, to adopt a majority voting election standard for uncontested elections of directors, to require incumbent directors not elected by a majority vote to tender their resignations, and to provide for a procedure for the evaluation of such resignations. The amendments to the Bylaws are more fully described in the Company’s Proxy Statement and were adopted by the Company’s Board of Directors on March 25, 2015 subject to stockholder approval of the amendment to the Certificate described above. The full text of the amendments to the Bylaws is attached as Exhibit 3.2 and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

(a) The 2015 Annual Meeting was held on May 19, 2015.

(b) At the 2015 Annual Meeting, the stockholders elected each of the Company’s nominees for director; adopted an amendment to the Certificate to declassify the Company’s board of directors and allow for annual election of all directors; ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2015; and approved the advisory vote on the Company’s executive compensation.

1. Election of Directors:

	Votes For	Votes Against	Abstentions	Broker Non-Votes
James J. Martell	72,660,756	1,046,677	N/A	7,638,751
Jason D. Papastavrou	72,416,567	1,290,865	N/A	7,638,751

2. Amendment to the Company’s certificate of incorporation:

Votes For	72,902,619
Votes Against	747,736
Abstentions	57,078
Broker Non-Votes	7,638,751

3. Ratification of the Appointment of KPMG LLP:

Votes For	81,222,802
Votes Against	66,647
Abstentions	56,915

4. Advisory Vote on Executive Compensation:

Votes For	70,467,080
Votes Against	2,858,361
Abstentions	381,992
Broker Non-Votes	7,638,751

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

3.1 Certificate of Amendment to Amended and Restated Certificate of Incorporation of XPO Logistics, Inc.

3.2 Text of Amendments to the 2nd Amended and Restated Bylaws of XPO Logistics, Inc.

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.

Dated May 20, 2015

XPO LOGISTICS, INC.

By: /s/ Gordon E. Devens
Gordon E. Devens
Senior Vice President, General Counsel and Secretary

EXHIBIT INDEX

- 3.1 Certificate of Amendment to Amended and Restated Certificate of Incorporation of XPO Logistics, Inc.
- 3.2 Text of Amendments to the 2nd Amended and Restated Bylaws of XPO Logistics, Inc.

**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
XPO LOGISTICS, INC.**

XPO Logistics, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: The Amended and Restated Certificate of Incorporation of the Corporation, as heretofore amended, is hereby amended by deleting the text of Article VII thereof in its entirety and replacing it with the following:

**"ARTICLE VII
BOARD OF DIRECTORS**

The Board of Directors of the Corporation shall consist of at least one member and no more than nine members, each of whom shall be a natural person. The exact number of directors within the limitations specified in the preceding sentence shall be fixed from time to time in the manner provided in the Bylaws of the Corporation. Prior to the annual meeting of stockholders in 2016, the directors shall be divided into three classes designated as Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third of the number of directors constituting the entire Board of Directors. The term of office of the initial Class I directors will expire in 2008, the term of office of the initial Class II directors will expire in 2009 and the term of office of the initial Class III directors will expire in 2010. Initial class assignments shall be determined by the Board of Directors. Beginning at the annual meeting of stockholders in 2016, each director (regardless of his/her prior Class) shall be elected at the annual meeting of stockholders, and shall hold office for a one-year term until the following annual meeting of stockholders and until his/her successor shall be elected and qualified, subject, however, to such director's prior death, resignation, retirement, disqualification or removal from office. Each Class II director who stands for election at the annual meeting of stockholders in 2015 shall hold office until the following annual meeting of stockholders in 2016 and until his/her successor shall be elected and qualified, subject, however, to such director's prior death, resignation, retirement, disqualification or removal from office. Any vacancy on the Board of Directors, whether resulting from an increase in the number of directors or otherwise, shall be filled by the affirmative vote of a majority of the directors then holding office, even if less than a quorum, or by a sole remaining director."

SECOND: The Board of Directors of the Corporation has adopted a resolution approving and declaring advisable the amendment set forth in this Certificate of Amendment in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

THIRD: The stockholders of the Corporation, at a meeting duly called and held pursuant to Section 222 of the General Corporation Law of the State of Delaware, duly adopted the amendment set forth in this Certificate of Amendment in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: This amendment set forth in this Certificate of Amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer this 20th day of May, 2015.

XPO Logistics, Inc.

By:

Name: Gordon E. Devens

Title: Senior Vice President and General Counsel

**TEXT OF AMENDMENTS TO
THE 2ND AMENDED AND RESTATED BYLAWS OF
XPO LOGISTICS, INC.**

Adopted May 19, 2015

By action of the Board of Directors on March 25, 2015 and subject to the stockholders' approval of amendments to Article VII of the Certificate of Incorporation, which was obtained on May 19, 2015, Sections 2, 4 and 5 of the 2nd Amended and Restated Bylaws of XPO Logistics, Inc. hereby are amended and restated to read as follows:

SECTION 2. QUALIFICATION; ELECTION; TERM. None of the directors need to be a stockholder of the Corporation or a resident of the State of Delaware. Each director shall be elected at the annual meeting of stockholders and hold office until the next annual meeting and until his successor shall be elected and qualified, subject, however, to such director's prior death, resignation, retirement, disqualification or removal from office. Subject to the rights of the holders of any series of Preferred Stock to elect directors under specified circumstances and except in the case of a "contested election," directors shall be elected by the affirmative vote of a majority of the votes cast at a stockholders meeting for the election of directors at which a quorum is present. For purposes of this Article III, Section 2, a "majority of the votes cast" means that the number of shares voted "for" a nominee exceeds the shares voted "against" the nominee, and abstentions and broker non-votes shall not be deemed to be votes cast for purposes of tabulating such vote. For purposes of this Article III, Section 2, a "contested election" shall mean any election of directors in which the number of nominees to be considered at the meeting exceeds the number of directors to be elected, with the determination thereof being made by the Secretary as of the close of the applicable notice of nomination period set forth in Article II, Section 12 of these Bylaws or under applicable law, based on whether one or more notice(s) of nomination were timely filed in accordance with said Section 12; provided, however, that the determination that an election is a "contested election" shall be determinative only as to the timeliness of a notice of nomination and not otherwise as to its validity. If by the day before the Corporation commences mailing (or, if furnished to stockholders electronically, commences electronic distribution or accessibility of) its notice of meeting for the meeting at which the nomination would be considered, one or more notices of nomination are withdrawn such that the number of nominees to be considered at the meeting no longer exceeds the number of directors to be elected, the election shall not be considered a contested election, but in all other cases, once an election is determined to be a contested election, directors shall be elected by a plurality of the votes cast at the meeting at which a quorum is present.

If a nominee for director is not elected and the nominee is an incumbent director and no successor has been elected at an annual meeting, the director shall promptly tender his resignation to the Board of Directors, subject to acceptance by the Board of Directors. The committee delegated responsibility for director nominations and governance matters shall make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors will act on the tendered resignation, taking into account the recommendation of any committee delegated responsibility for director nominations and governance matters, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. Any committee in making its recommendation and the Board of Directors in making its decision may each consider any factors or other information that they consider appropriate and relevant. The director who tenders his or her resignation shall not participate in the recommendation of the committee or the decision of the Board of Directors with respect to his or her resignation. If such incumbent director's resignation is not accepted by the Board of Directors, such director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier death, resignation, retirement, disqualification or removal from office. If a director's resignation is accepted by the Board of Directors pursuant to this Section 2 of Article III of these Bylaws, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors may, in its sole discretion, fill the resulting vacancy pursuant to the provisions of Article III, Section 5 of these Bylaws or may decrease the size of the Board of Directors pursuant to the provisions of Article III, Section 3 of these Bylaws.

SECTION 4. REMOVAL. Except as otherwise provided by the Certificate of Incorporation or applicable law, any director may be removed with or without cause by the affirmative vote of a majority in voting power of the outstanding stock entitled to vote on the election of such director.

SECTION 5. VACANCIES. Any director elected to fill a vacancy shall hold office until the next annual meeting of stockholders and until his successor shall be elected and qualified, subject, however, to such director's prior death, resignation, retirement, disqualification or removal from office. In no event will a decrease in the number of directors shorten the term of any incumbent director. Any vacancy on the Board of Directors, whether resulting from an increase in the number of directors or otherwise, shall be filled by the affirmative vote of a majority of the directors then holding office, even if less than a quorum, or by a sole remaining director.