

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person* <u>Brown Christopher Michael</u>  (Last) (First) (Middle) C/O XPO LOGISTICS, INC. FIVE AMERICAN LANE  (Street) GREENWICH CT 06831  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/28/2022	3. Issuer Name and Ticker or Trading Symbol <u>XPO Logistics, Inc. [ XPO ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Accounting Officer	5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001 per share	5,643	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Restricted Stock Unit	(1)	(1)	Common Stock, par value \$0.001 per share	3,742	(2)	D
Restricted Stock Unit	(3)	(3)	Common Stock, par value \$0.001 per share	1,071	(2)	D
Restricted Stock Unit	(4)	(4)	Common Stock, par value \$0.001 per share	8,237	(2)	D
Restricted Stock Unit	(5)	(5)	Common Stock, par value \$0.001 per share	2,807	(2)	D
Restricted Stock Unit	(6)	(6)	Common Stock, par value \$0.001 per share	4,383	(2)	D

Explanation of Responses:

- 50% of these Restricted Stock Units ("RSUs") vest on March 15, 2022 and 50% on March 15, 2023, generally subject to the Reporting Person's continued employment with the Issuer through the applicable vesting date.
- 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.
- These RSUs vest fully on January 15, 2023, generally subject to the Reporting Person's continued employment with the Issuer through the applicable vesting date.
- 50% of these RSUs vest on December 8, 2022 and 50% on December 8, 2023, generally subject to the Reporting Person's continued employment with the Issuer through the applicable vesting date.
- These RSUs vest in four equal annual installments on March 10, 2022, March 10, 2023, March 10, 2024 and March 10, 2025, generally subject to the Reporting Person's continued employment with the Issuer through the applicable vesting date.
- 2,192 of these RSUs vest on November 14, 2023, 1,095 RSUs vest on November 14, 2024, and 1,096 RSUs vest on November 14, 2025, 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

03/09/2022

\*\* 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 5 (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 "C
- (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

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

The undersigned acknowledges that such attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming,

The undersigned also agrees to indemnify and hold harmless the Company and such attorney-in-fact against any losses, claims, damages or :

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

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 re:

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of March, 2022.

/s/ Christopher Michael Brown  
Christopher Michael Brown