

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Jacobs Private Equity, LLC</u>  (Last) (First) (Middle) 350 ROUND HILL ROAD  (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  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/26/2021	
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	04/26/2021		s <sup>(1)</sup>		38,532	D	\$133.84 <sup>(2)</sup>	18,480,394	D	
Common Stock, par value \$0.001 per share	04/26/2021		s <sup>(1)</sup>		21,467	D	\$134.58 <sup>(3)</sup>	18,458,927	D	
Common Stock, par value \$0.001 per share	04/26/2021		s <sup>(1)</sup>		8,513	D	\$135.82 <sup>(4)</sup>	18,450,414	D	
Common Stock, par value \$0.001 per share	04/26/2021		s <sup>(1)</sup>		1,800	D	\$136.88 <sup>(5)</sup>	18,448,614	D	
Common Stock, par value \$0.001 per share	04/26/2021		s <sup>(1)</sup>		1,700	D	\$137.97 <sup>(6)</sup>	18,446,914	D	
Common Stock, par value \$0.001 per share	04/26/2021		s <sup>(1)</sup>		500	D	\$138.58 <sup>(7)</sup>	18,446,414	D	
Common Stock, par value \$0.001 per share	04/27/2021		s <sup>(1)</sup>		34,914	D	\$136.53 <sup>(8)</sup>	18,411,500	D	
Common Stock, par value \$0.001 per share	04/27/2021		s <sup>(1)</sup>		19,154	D	\$137.46 <sup>(9)</sup>	18,392,346	D	
Common Stock, par value \$0.001 per share	04/27/2021		s <sup>(1)</sup>		7,132	D	\$138.12 <sup>(10)</sup>	18,385,214	D	
Common Stock, par value \$0.001 per share	04/28/2021		s <sup>(1)</sup>		12,728	D	\$136.25 <sup>(11)</sup>	18,372,486	D	
Common Stock, par value \$0.001 per share	04/28/2021		s <sup>(1)</sup>		17,135	D	\$136.91 <sup>(12)</sup>	18,355,351	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)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The sales reported in this Form 4 were made pursuant to a selling plan of the Reporting Person 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 the Reporting Person for tax and estate planning purposes.
- The Reporting Person sold 38,532 shares of common stock, par value \$0.001 per share (the "Common Stock"), of XPO Logistics, Inc. (the "Issuer") in multiple trades at prices ranging from \$133.28 to \$134.27 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
- The Reporting Person sold 21,467 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$134.28 to \$135.26 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

4. The Reporting Person sold 8,513 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$135.28 to \$136.19 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

5. The Reporting Person sold 1,800 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$136.51 to \$137.35 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

6. The Reporting Person sold 1,700 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$137.51 to \$138.35 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

7. The Reporting Person sold 500 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$138.51 to \$138.67 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

8. The Reporting Person sold 34,914 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$135.91 to \$136.90 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

9. The Reporting Person sold 19,154 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$136.91 to \$137.90 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

10. The Reporting Person sold 7,132 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$137.91 to \$138.63 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

11. The Reporting Person sold 12,728 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$135.57 to \$136.56 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

12. The Reporting Person sold 17,135 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$136.57 to \$137.35 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

Jacobs Private Equity, LLC

by: /s/ Bradley S. Jacobs

04/28/2021

\*\* 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.

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