

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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:	3235-0287
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1. Name and Address of Reporting Person* <u>GIC Private Ltd</u> (Last) (First) (Middle) 168 ROBINSON ROAD #37-01, CAPITAL TOWER (Street) SINGAPORE U0 068912 (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/08/2016	
	4. 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 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	08/08/2016		S		145,000	D	\$37.42 ⁽²⁾	11,342,278	I ⁽¹⁾	See Explanation of Responses ⁽¹⁾
Common Stock, par value \$0.001 per share	08/09/2016		S		310,000	D	\$36.75 ⁽³⁾	11,032,278	I ⁽¹⁾	See Explanation of Responses ⁽¹⁾
Common Stock, par value \$0.001 per share	08/10/2016		S		95,000	D	\$36.15 ⁽⁴⁾	10,937,278	I ⁽¹⁾	See Explanation of Responses ⁽¹⁾

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					

1. Name and Address of Reporting Person*
GIC Private Ltd
 (Last) (First) (Middle)
 168 ROBINSON ROAD #37-01,
 CAPITAL TOWER
 (Street)
 SINGAPORE U0 068912
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Coral Blue Investment Pte. Ltd.
 (Last) (First) (Middle)
 168 ROBINSON ROAD #37-01,
 CAPITAL TOWER

(Street)		
SINGAPORE	U0	068912
(City)	(State)	(Zip)

Explanation of Responses:

1. This Form 4 is filed jointly by GIC Private Limited and Coral Blue Investment Pte. Ltd. (collectively, the "Reporting Persons"). Coral Blue Investment Pte. Ltd. is the direct owner of the shares of Common Stock of the Issuer disclosed in this Form 4 and shares the power to vote and the power to dispose of all of such shares of Common Stock with GIC Private Limited. No individual has beneficial ownership over the Common Stock beneficially owned by the Reporting Persons. Each of the Reporting Persons disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein. This Form 4 shall not be deemed to be an admission that any Reporting Person hereunder is the beneficial owner of any of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.00 - \$37.91, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in footnote (2) of this Form 4.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.37 - \$37.17, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in footnote (3) of this Form 4.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.89 - \$37.00, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in footnote (4) of this Form 4.

Remarks:

<u>/s/ Jimmy Teo, Senior Vice President of GIC Private Limited</u>	<u>08/10/2016</u>
<u>/s/ Lim Eng Kok, Senior Vice President of GIC Private Limited</u>	<u>08/10/2016</u>
<u>/s/ Arjun Khullar, Director of Coral Blue Investment Pte. Ltd.</u>	<u>08/10/2016</u>
** 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.