

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

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) 05/29/2015	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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	05/29/2015		P		1,845,177	A	\$45	9,999,123	I ⁽¹⁾⁽²⁾	See Explanation of Responses ⁽¹⁾⁽²⁾

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						Title
Series C Convertible Perpetual Preferred Stock ⁽³⁾⁽⁴⁾	⁽³⁾⁽⁴⁾	05/29/2015		P		66,967		⁽³⁾⁽⁴⁾	⁽³⁾⁽⁴⁾	Common Stock, par value \$0.001 per share ⁽³⁾⁽⁴⁾	1,488,155 ⁽³⁾⁽⁴⁾	\$1,000	66,967	I ⁽¹⁾⁽²⁾	See Explanation of Responses ⁽¹⁾⁽²⁾

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:

- This report 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 8,153,946 shares of Common Stock of the Issuer and 66,967 shares of Series C Convertible Perpetual Preferred Stock of the Issuer and shares the power to vote and the power to dispose of all of such shares of Common Stock and Series C Convertible Perpetual Preferred Stock with GIC Private Limited. No individual has beneficial ownership over the Common Stock or Series C Convertible Perpetual Preferred Stock beneficially owned by the Reporting Persons.
- (Continued from footnote 1) 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.
- On May 29, 2015, the Issuer and Coral Blue Investment Pte. Ltd. entered into an Investment Agreement pursuant to which the Issuer issued to Coral Blue Investment Pte. Ltd. (a) 1,845,177 shares of Common Stock of the

Issuer at a price of US\$45.00 per share of Common Stock, and (b) 66,967 shares of Series C Convertible Perpetual Preferred Stock of the Issuer at a price of US\$1,000.00 per share of Series C Preferred Stock. The Series C Convertible Perpetual Preferred Stock will convert automatically into shares of Common Stock of the Issuer upon the Issuer's stockholders approving the proposals to issue Common Stock upon conversion of the Series C Convertible Perpetual Preferred Stock for purposes of Rule 312 of the NYSE Listed Company Manual, but are not otherwise convertible into shares of Common Stock, and Series C Convertible Perpetual Preferred Stock does not entitle the holder thereof to exercise any voting rights with respect to the underlying shares of Common Stock of the Issuer

4. (Continued from footnote 3) Under the Certificate of Designation of Series C Convertible Perpetual Preferred Stock of the Issuer, upon the Issuer's stockholders approving the proposals to issue Common Stock upon conversion of the Series C Convertible Perpetual Preferred Stock for purposes of Rule 312 of the NYSE Listed Company Manual, the 66,967 shares of Series C Convertible Perpetual Preferred Stock of the Issuer acquired by Coral Blue Investment Pte. Ltd. pursuant to the May 29, 2015 Investment Agreement will automatically convert into 1,488,155 shares of Common Stock of the Issuer (over which GIC Private Limited shares the power to vote and the power to dispose of all of such shares).

Remarks:

/s/ Jimmy Teo, Jimmy Teo,
Senior Vice President of GIC 06/02/2015
Private Limited

/s/ Lim Eng Kok, Lim Eng Kok,
Senior Vice President of GIC 06/02/2015
Private Limited

/s/ Arjun Khullar, Arjun Khullar,
Director of Coral Blue 06/02/2015
Investment Pte. Ltd.

** 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.