
**UNITED STATES
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): February 21, 2014 (February 18, 2014)

XPO LOGISTICS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-32172
(Commission
File Number)

03-0450326
(I.R.S. Employer
Identification No.)

Five Greenwich Office Park, Greenwich, Connecticut 06831
(Address of principal executive offices)

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

N/A
(Former name or former address, if changed since last report)

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 3.02 Unregistered Sales of Equity Securities

On February 18, 2014, XPO Logistics, Inc. (the “Company”) issued an aggregate of 704,544 shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), to certain holders of the Company’s 4.50% Convertible Senior Notes due 2017, CUSIP 983793100 (the “Notes”) in connection with the conversion of \$11.579 million aggregate principal amount of the Notes.

Between November 19, 2013 and February 18, 2014, in addition to the foregoing transactions, the Company issued an aggregate of 91,876 shares of the Company’s Common Stock to certain holders of the Company’s Notes in connection with the conversion of \$1.510 million aggregate principal amount of the Notes.

The number of shares of Common Stock issued in the foregoing transactions equals the number of shares of Common Stock presently issuable to holders of the Notes upon conversion under the original terms of the Notes. In connection with certain of the foregoing transactions, the Company paid the holders of the Notes participating in such transactions a market-based premium in cash. The issuance of shares of the Common Stock pursuant to the foregoing transactions was made in reliance on Section 4(2) of the Securities Act of 1933, as amended, as a transaction by an issuer not involving a public offering.

The Company evaluates its capital structure alternatives from time to time. The foregoing transactions reflect the Company’s efforts to reduce outstanding indebtedness, and the corresponding cash interest payments, and simplify the Company’s capital structure as favorable terms are available.

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 February 21, 2014

XPO LOGISTICS, INC.

By: /s/ Gordon E. Devens

Gordon E. Devens

Senior Vice President, General Counsel and Secretary