

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

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

Delaware
(State or other jurisdiction
of incorporation or organization)

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

**Five American Lane
Greenwich, CT**
(Address of principal executive offices)

06831
(Zip Code)

**XPO LOGISTICS, INC.
2016 OMNIBUS INCENTIVE COMPENSATION PLAN**
(Full title of the plan)

John J. Hardig
Chief Financial Officer
XPO Logistics, Inc.
Five American Lane
Greenwich, CT 06831
(Name and address of agent for service)

(855) 976-6951
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Share (3)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee
Common Stock, \$0.001 par value (1)	3,400,000(2)	\$50.61	\$172,074,000	\$19,943.38

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), the number of shares of common stock, par value \$0.001 per share (“Common Stock”) of XPO Logistics, Inc. (the “Registrant”, “XPO” or the “Company”) registered hereunder includes an indeterminate number of shares of Common Stock as are required to prevent dilution resulting from a stock split, stock dividend, or similar transaction that results in an increase in the number of outstanding shares of Common Stock.
- (2) Represents shares of Common Stock issuable pursuant to the XPO Logistics, Inc. 2016 Omnibus Incentive Compensation Plan (the “XPO Equity Plan”). The XPO Equity Plan replaces XPO’s Amended and Restated 2011 Omnibus Incentive Compensation Plan (the “Prior Plan”) and the Con-way Inc. 2012 Equity and Incentive Plan (the “Con-way Plan”), the latter of which was assumed by XPO in connection with the acquisition of Con-way Inc. in October 2015. Each of the Prior Plan and the Con-way Plan were frozen with respect to new grants on December 20, 2016, following approval of the XPO Equity Plan by our stockholders (the “Approval Date”). Any awards granted under the Prior Plan and the Con-way Plan will remain in effect pursuant to their respective terms. Under the terms of the XPO Equity Plan, the maximum number of shares reserved for issuance will not be increased to the extent that awards previously made under the Prior Plan or the Con-way Plan, or grants of stock options previously made under the Prior Plan, the Express-1 Expedited Solutions, Inc. Amended and Restated 2001 Stock Option Plan or the Con-way Plan, are forfeited, in each case, following the Approval Date.
- (3) Estimated solely for the purpose of calculating the registration fee. Calculated pursuant to Rules 457(c) and 457(h) under the Securities Act, based upon the average of the high and low sales price of the Common Stock as reported on The New York Stock Exchange (“NYSE”) on February 27, 2017.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required by Part I of Form S-8 to be contained in the Section 10(a) prospectus is omitted from this registration statement in accordance with Rule 428 of the Securities Act of 1933, as amended (the "Securities Act"), and the Note to Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the holders as required under Rule 428(b)(1) of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents of the Company filed with the Securities and Exchange Commission (the "Commission") are hereby incorporated in this registration statement by reference and made a part hereof:

- (a) XPO's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, including portions of the Company's Proxy Statement on Schedule 14A, to be filed within 120 days from December 31, 2016, to the extent incorporated by reference into such Annual Report on Form 10-K;
- (b) XPO's Current Report on Form 8-K filed on January 30, 2017; and
- (c) The description of XPO's Common Stock contained in XPO's registration statement on Form S-3 filed on September 20, 2011, including any amendments or reports filed for the purpose of updating such description.

All reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") after the date of this registration statement (other than any such documents or portions thereof furnished under Item 2.02 or Item 7.01 of Form 8-K, unless otherwise indicated therein, including any exhibits included with such Items) and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

Akerman LLP, has opined as to the validity of the securities being offered by this registration statement.

Item 6. Indemnification of Directors and Officers

Section 145 of Title 8 of the General Corporation Law of the State of Delaware ("DGCL"), empowers a corporation, within certain limitations, to indemnify any person against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement and reasonably incurred by such person in connection with any suit or proceeding to which such person is a party by reason of the fact that such person is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, as long as such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation. With respect to any criminal proceedings, such person must have had no reasonable cause to believe that his or her conduct was unlawful.

In the case of a proceeding by or in the right of the corporation to procure a judgment in its favor (e.g., a stockholder derivative suit), a corporation may indemnify an officer, director, employee or agent if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation; provided, however, that no person adjudged to be liable to the corporation may be indemnified unless, and only to the extent that, the Delaware Court of Chancery or the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court deems proper. A director, officer, employee or agent who is successful, on the merits or otherwise, in defense of any proceeding subject to the DGCL's indemnification provisions must be indemnified by the corporation for reasonable expenses incurred therein, including attorneys' fees.

As permitted by the DGCL, the XPO certificate of incorporation includes a provision that eliminates the personal liability of XPO's directors for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to XPO or its stockholders, (2) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (3) under section 174 of the DGCL or (4) for any transaction from which the director derived an improper personal benefit.

As a result of this provision, XPO's ability or that of XPO's stockholders to successfully prosecute an action against a director for breach of his or her duty of care is limited. However, this provision does not affect the availability of equitable remedies such as an injunction or rescission based upon a director's breach of his or her duty of care. The Commission has taken the position that this provision will have no effect on claims arising under the federal securities laws.

In addition, the XPO certificate of incorporation provides for mandatory indemnification rights, subject to limited exceptions, to any director, officer or certain other persons who (because of the fact that he or she is XPO's director or officer) is involved in a legal proceeding of any nature. These indemnification rights include reimbursement for expenses incurred by XPO's directors, officers or certain other persons in advance of the final disposition of a proceeding according to applicable law.

XPO also provides insurance from commercial carriers against some liabilities incurred by XPO's directors and officers.

Item 7. Exemption from Registration Claimed

Not Applicable.

Item 8. Exhibits

The list of exhibits is set forth under "Exhibit Index" at the end of this Registration Statement and is incorporated by reference herein.

Item 9. Undertakings

A. The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act of 1934 that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered that remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Greenwich, State of Connecticut, on this February 28, 2017.

XPO LOGISTICS, INC.,

By: /s/ John J. Hardig

John J. Hardig
Chief Financial Officer

POWER OF ATTORNEY

We, the undersigned directors and officers of XPO Logistics, Inc., do hereby constitute and appoint Bradley S. Jacobs and John J. Hardig, or any of them, our true and lawful attorneys and agents, with full power of substitution, to do any and all acts and things in our name and on our behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or any of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this registration statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments and any related registration statement pursuant to Rule 462(b) under the Securities Act of 1933, as amended) hereto and we do hereby ratify and confirm all that said attorneys and agents, or any of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Bradley S. Jacobs</u> Name: Bradley S. Jacobs	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	February 28, 2017
<u>/s/ John J. Hardig</u> Name: John J. Hardig	Chief Financial Officer (Principal Financial Officer)	February 28, 2017
<u>/s/ Lance A. Robinson</u> Name: Lance A. Robinson	Global Chief Accounting Officer (Principal Accounting Officer)	February 28, 2017
<u>/s/ Gena L. Ashe</u> Name: Gena L. Ashe	Director	February 28, 2017
<u>/s/ Louis DeJoy</u> Name: Louis DeJoy	Director	February 28, 2017
<u>/s/ Michael G. Jesselson</u> Name: Michael G. Jesselson	Director	February 28, 2017
<u>/s/ Adrian P. Kingshott</u> Name: Adrian P. Kingshott	Director	February 28, 2017
<u>/s/ Jason D. Papastavrou</u> Name: Jason D. Papastavrou	Director	February 28, 2017
<u>/s/ Oren G. Shaffer</u> Name: Oren G. Shaffer	Director	February 28, 2017

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit</u>
5.1	Opinion of counsel.*
10.1	XPO Logistics, Inc. 2016 Omnibus Incentive Compensation Plan (incorporated by reference to Annex A to XPO Logistics, Inc.'s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on November 21, 2016).
23.1	Consent of KPMG LLP.*
23.2	Consent of counsel (included in Exhibit 5.1).*
24.1	Power of Attorney (included in the signature page hereto).*

* Filed herewith

Akerman LLP
Las Olas Centre II, Suite 1600
350 East Las Olas Boulevard
Fort Lauderdale, FL 33301-2999
Tel: 954.463.2700
Fax: 954.463.2224

February 28, 2017

XPO Logistics, Inc.
Five American Lane
Greenwich, Connecticut 06831

Re: XPO Logistics, Inc.
3,400,000 Shares of Common Stock

Ladies and Gentlemen:

We have acted as counsel for XPO Logistics, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to 3,400,000 shares (the "Shares") of Common Stock, par value \$0.001 per share, of the Company (the "Common Stock"), consisting of shares of Common Stock issuable pursuant to the XPO Logistics, Inc. 2016 Omnibus Incentive Compensation Plan (the "XPO Equity Plan"). The XPO Equity Plan replaces XPO's Amended and Restated 2011 Omnibus Incentive Compensation Plan and the Con-way Inc. 2012 Equity and Incentive Plan, the latter of which was assumed by XPO in connection with the acquisition of Con-way Inc. in October 2015.

In that connection, we have examined originals, or copies certified or otherwise identified to my satisfaction, of such documents, corporate records and other instruments as I have deemed necessary or appropriate for the purposes of this opinion, including: (a) the Amended and Restated Certificate of Incorporation of the Company, as amended; (b) the Second Amended and Restated By-laws of the Company; (c) certain resolutions adopted by the board of directors of the Company; (d) the XPO Equity Plan; (e) forms of award agreements underlying the XPO Equity Plan; and (f) the Registration Statement.

This opinion is being furnished in accordance with the requirements of Item 601 of Regulation S-K under the Act. This opinion is limited to the matters expressly stated herein and no opinions are to be inferred or implied beyond the opinions expressly so stated.

With your permission, we have made and relied upon the following assumptions, without any investigations or inquiry by us, and our opinion expressed below is subject to, and limited and qualified by the effect of, such assumptions: (i) all corporate records furnished to us by the Company are accurate and complete; (ii) the Registration Statement filed by the Company with the Commission is identical to the forms of the documents that we have reviewed; (iii) all

statements as to factual matters that are contained in the Registration Statement (including the exhibits to the Registration Statement) are accurate and complete; (iv) the Company will at all times reserve a sufficient number of shares of its unissued common stock as is necessary to provide for the issuance of the Shares; and (v) with respect to documents that we reviewed in connection with this opinion, all documents submitted to us as originals are authentic, all documents submitted to us as certified, facsimile or photostatic copies conform to originals of such documents, all such original documents are authentic, the signatures on all documents are genuine, and all natural persons who have executed any of the documents have the legal capacity to do so.

Based on the foregoing and subject to the qualifications set forth herein, we are of opinion that the Shares have been duly and validly authorized, and when, and if, issued pursuant to the terms of the XPO Equity Plan and corresponding award agreement will be validly issued, fully paid, and nonassessable shares of the Company

We express no opinion as to matters governed by laws of any jurisdiction other than the federal laws of the United States and the Delaware General Corporation Law. We neither express nor imply any obligation with respect to any other laws or the laws of any other jurisdiction or of the United States. For purposes of this opinion, we assume that the Shares will be issued in compliance with all applicable state securities or blue sky laws.

We assume no obligation to update or supplement this opinion if any applicable laws change after the date of this letter or if we become aware after the date of this letter of any facts, whether existing before or arising after the date hereof, that might change the opinions expressly stated herein. Without limiting the generality of the foregoing, we neither express nor imply any opinion regarding the contents of the Registration Statement, other than as expressly stated herein with respect to the Shares.

This opinion is furnished in connection with the filing of the Registration Statement and may not be relied upon by any person for any other purpose without our prior written consent in each instance. Furthermore, no portion of this opinion may be quoted, circulated or referred to in any other document for any other purpose without our prior written consent.

We consent to your filing a copy of this opinion as Exhibit 5.1 to the Registration Statement. In giving such permission, we do not admit hereby that we come within the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Akerman LLP
Akerman LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
XPO Logistics, Inc.:

We consent to the use in this Registration Statement on Form S-8 of our report with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting incorporated by reference herein.

/s/ KPMG LLP

Charlotte, North Carolina
February 28, 2017