

**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>BRADLEY S JACOBS</u> _____ (Last) (First) (Middle) <u>C/O XPO LOGISTICS, INC.</u> <u>FIVE AMERICAN LANE</u> _____ (Street) <u>GREENWICH CT 06831</u> _____ (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>Executive Chairman</u></p>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>11/01/2022</u>					
			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			

**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
Restricted Stock Unit	(1)	11/01/2022		A		1,174,495		(2)	(2)	Common Stock, par value \$0.001 per share	1,174,495	\$0	1,174,495	D	

**Explanation of Responses:**

- Each Restricted Stock Unit ("RSU") represents a contingent right to receive, upon settlement, either (i) one share of Common Stock or (ii) a cash payment equal to the fair market value of one share of Common Stock.
- In 2018 and 2019, the Reporting Person was granted performance-based restricted stock unit ("PSU") awards. On November 1, 2022, the Issuer completed a distribution of all of the outstanding shares of common stock of RXO, Inc. ("RXO") to the Issuer's stockholders (the "Distribution"). Contingent upon and effective as of the completion of the Distribution, the PSU awards were converted into a single time-based vesting restricted stock unit ("RSU") award. The RSU award (i) vests on December 31, 2024, generally subject to continued employment and/or service of the Reporting Person on the Issuer's board of directors through the vesting date, and (ii) the after-tax shares received upon settlement of the RSU award are subject to a lock up which prohibits transfers of such shares through December 31, 2025.

**Remarks:**

See attached Exhibit 24, Power of Attorney.

/s/ Riina Tohver, Attorney-in-Fact

11/03/2022

\*\* 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.**

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Riina Tohvert, acting singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer or director of XPO Logistics, Inc. (the "Company")
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be

The undersigned grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, proper and necessary to be done in the exercise of the powers hereinbefore conferred upon such attorney-in-fact.

The undersigned acknowledges that such attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, and the undersigned agrees to indemnify and hold harmless the Company and such attorney-in-fact against any losses, claims, damages or expenses.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined in the foregoing.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of November, 2022.

/s/ Bradley S. Jacobs  
Bradley S. Jacobs