

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>Jacobs Private Equity, LLC</u> (Last) (First) (Middle) 350 ROUND HILL ROAD (Street) GREENWICH CT 06831 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/08/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	06/08/2021		s ⁽¹⁾		2,054	D	\$142.01 ⁽²⁾	18,208,301	D	
Common Stock, par value \$0.001 per share	06/08/2021		s ⁽¹⁾		6,407	D	\$143.18 ⁽³⁾	18,201,894	D	
Common Stock, par value \$0.001 per share	06/08/2021		s ⁽¹⁾		4,700	D	\$144.08 ⁽⁴⁾	18,197,194	D	
Common Stock, par value \$0.001 per share	06/08/2021		s ⁽¹⁾		14,941	D	\$145.05 ⁽⁵⁾	18,182,253	D	
Common Stock, par value \$0.001 per share	06/08/2021		s ⁽¹⁾		18,536	D	\$146.15 ⁽⁶⁾	18,163,717	D	
Common Stock, par value \$0.001 per share	06/09/2021		s ⁽¹⁾		11,856	D	\$141.96 ⁽⁷⁾	18,151,861	D	
Common Stock, par value \$0.001 per share	06/09/2021		s ⁽¹⁾		20,841	D	\$142.97 ⁽⁸⁾	18,131,020	D	
Common Stock, par value \$0.001 per share	06/09/2021		s ⁽¹⁾		30,549	D	\$143.91 ⁽⁹⁾	18,100,471	D	
Common Stock, par value \$0.001 per share	06/09/2021		s ⁽¹⁾		6,100	D	\$145.05 ⁽¹⁰⁾	18,094,371	D	
Common Stock, par value \$0.001 per share	06/09/2021		s ⁽¹⁾		1,910	D	\$145.58 ⁽¹¹⁾	18,092,461	D	
Common Stock, par value \$0.001 per share	06/10/2021		s ⁽¹⁾		18,871	D	\$142.86 ⁽¹²⁾	18,073,590	D	
Common Stock, par value \$0.001 per share	06/10/2021		s ⁽¹⁾		13,241	D	\$143.65 ⁽¹³⁾	18,060,349	D	
Common Stock, par value \$0.001 per share	06/10/2021		s ⁽¹⁾		18,402	D	\$144.83 ⁽¹⁴⁾	18,041,947	D	
Common Stock, par value \$0.001 per share	06/10/2021		s ⁽¹⁾		33,746	D	\$145.65 ⁽¹⁵⁾	18,008,201	D	

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					

Explanation of Responses:

1. The sales reported in this Form 4 were made pursuant to a selling plan of the Reporting Person that is intended to comply with Rule 10b5-1(c) promulgated under the Securities Exchange Act of 1934, as amended. The shares were sold by the Reporting Person for tax and estate planning purposes.
2. The Reporting Person sold 2,054 shares of common stock, par value \$0.001 per share (the "Common Stock"), of XPO Logistics, Inc. (the "Issuer") in multiple trades at prices ranging from \$141.56 to \$142.55 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
3. The Reporting Person sold 6,407 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$142.56 to \$143.55 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
4. The Reporting Person sold 4,700 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$143.56 to \$144.55 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
5. The Reporting Person sold 14,941 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$144.58 to \$145.56 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
6. The Reporting Person sold 18,536 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$145.58 to \$146.51 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
7. The Reporting Person sold 11,856 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$141.41 to \$142.40 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
8. The Reporting Person sold 20,841 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$142.44 to \$143.38 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
9. The Reporting Person sold 30,549 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$143.44 to \$144.40 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
10. The Reporting Person sold 6,100 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$144.44 to \$145.43 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
11. The Reporting Person sold 1,910 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$145.49 to \$145.74 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
12. The Reporting Person sold 18,871 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$142.29 to \$143.27 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
13. The Reporting Person sold 13,241 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$143.29 to \$144.28 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
14. The Reporting Person sold 18,402 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$144.29 to \$145.27 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
15. The Reporting Person sold 33,746 shares of the Common Stock of the Issuer in multiple trades at prices ranging from \$145.29 to \$146.26 per share. The price reported above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

Jacobs Private Equity, LLC
by: /s/ Bradley S. Jacobs

06/10/2021

** 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.

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