

<b>OMB APPROVAL</b>	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <b>GIC Private Ltd</b>  (Last) (First) (Middle) <b>168 ROBINSON ROAD #37-01,</b> <b>CAPITAL TOWER</b>  (Street) <b>SINGAPORE U0 068912</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>XPO Logistics, Inc. [ XPO ]</b>	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) <b>09/08/2015</b>	
	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	09/08/2015		C		1,488,155	A	\$45	11,487,278	I <sup>(1)</sup>	See Explanation of Responses <sup>(1)</sup>

**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	\$45 <sup>(2)</sup>	09/08/2015		C			66,967	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock, par value \$0.001 per share	1,488,155 <sup>(4)</sup>	\$0.00	0	I <sup>(1)</sup>	See Explanation of Responses <sup>(1)</sup>

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 11,487,278 shares of Common Stock of the Issuer and shares the power to vote and the power to dispose of all of such shares of Common Stock with GIC Private Limited. No individual has beneficial ownership over the Common Stock beneficially owned by the Reporting Persons. 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.
- Upon the Issuer's stockholders approving the proposals to issue Common Stock upon conversion of the Series C Convertible Perpetual Preferred, the Series C Convertible Perpetual Preferred Stock converted

automatically into shares of Common Stock of the Issuer at the initial conversion price of \$45 per share of Common Stock, subject to adjustment as set forth in the Certificate of Designation of Series C Convertible Perpetual Preferred Stock, included in Exhibit 4.1 to the Issuer's Report on Form 8-K filed with the SEC on June 1, 2015 (the "Certificate of Designation").

3. The Series C Convertible Perpetual Preferred Stock has no expiration date and under the Certificate of Designation automatically converts into Common Stock on the date of the Issuer's stockholders approving the proposals to issue Common Stock upon conversion of the Series C Convertible Perpetual Preferred Stock, but is not otherwise convertible into shares of Common Stock.

4. Shares of Common Stock initially issuable upon conversion of Series C Convertible Perpetual Preferred Stock, subject to adjustment as set forth in the Certificate of Designation.

**Remarks:**

/s/ Jimmy Teo, Jimmy Teo,  
Senior Vice President of GIC      09/17/2015  
Private Limited

/s/ Lim Eng Kok, Lim Eng Kok,  
Senior Vice President of GIC      09/17/2015  
Private Limited

/s/ Arjun Khullar, Arjun Khullar,  
Director of Coral Blue      09/17/2015  
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.**