

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

SCHEDULE TO
(RULE 14d-100)

**Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 6)**

CON-WAY INC.
(Name of Subject Company)

CANADA MERGER CORP.
(Offeror)

XPO LOGISTICS, INC.
(Parent of Offeror)
(Names of Filing Persons)

COMMON STOCK, \$0.625 PAR VALUE
(Title of Class of Securities)

205944101
(Cusip Number of Class of Securities)

Gordon E. Devens
Senior Vice President, General Counsel and Secretary
XPO Logistics, Inc.
Five Greenwich Office Park
Greenwich, CT 06831
(855) 976-4636

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

With a copy to:

Adam O. Emmerich, Esq.
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019
(212) 403-1000

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$2,765,579,896.80	\$321,360.38

* Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated by adding the sum of (i) 56,866,820 shares of common stock, par value \$0.625 per share (the "Shares"), of Con-way Corporation ("Con-way") outstanding multiplied by the offer price of \$47.60 per share, (ii) 1,233,598 Shares subject to outstanding restricted stock unit award and performance share plan units, which reflects the maximum number of restricted stock unit awards and performance share plan units that may be outstanding at the time the offer is completed, multiplied by the offer price of \$47.60 per share. The calculation of the filing fee is based on information provided by Con-way as of September 3, 2015.

** The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal Year 2015, issued August 29, 2014, by multiplying the Transaction Valuation by 0.0001162.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$321,360.38
Form or Registration No.: Schedule TO (File No. 005-14440)

Filing Party: XPO Logistics, Inc. and Canada Merger Corp.
Date Filed: September 15, 2015

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- Third-party tender offer subject to Rule 14d-1.
- Issuer tender offer subject to Rule 13e-4.
- Going-private transaction subject to Rule 13e-3.
- Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

This Amendment No. 6 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO filed with the U.S. Securities and Exchange Commission on September 15, 2015 (together with any subsequent amendments and supplements thereto, the "Schedule TO"). The Schedule TO relates to the tender offer by Canada Merger Corp., a Delaware corporation ("Purchaser") and a wholly owned subsidiary of XPO Logistics, Inc., a Delaware corporation ("XPO" or "Parent"), for all of the outstanding shares of common stock, par value \$0.625 per share ("Shares"), of Con-way Inc., a Delaware corporation ("Con-way"), at a price of \$47.60 per share, net to the seller in cash, without interest thereon and less any applicable withholding taxes, upon the terms and conditions set forth in the offer to purchase dated September 15, 2015 (the "Offer to Purchase"), a copy of which is attached as Exhibit (a)(1)(A), and in the related letter of transmittal (the "Letter of Transmittal"), a copy of which is attached as Exhibit (a)(1)(B), which, as each may be amended or supplemented from time to time, collectively constitute the "Offer."

All the information set forth in the Offer to Purchase, including Schedule I thereto, is incorporated by reference herein in response to Items 1 through 9 and Item 11 of this Schedule TO, and is supplemented by the information specifically provided in this Schedule TO.

This Amendment is being filed to amend and supplement Items 1 through 9, 11 and 12 as reflected below.

Items 1 through 9; Item 11.

Items 1 through 9 and 11 of the Schedule TO are hereby amended and supplemented as follows:

The Offer and withdrawal rights expired immediately after 12:01 a.m, New York City time, on October 30, 2015. The Depositary for the Offer has indicated that a total of 46,150,072 Shares were validly tendered and not properly withdrawn pursuant to the Offer as of the Expiration Date, representing approximately 81.1% of the outstanding Shares. In addition, Notices of Guaranteed Delivery have been delivered for 1,793,225 Shares, representing approximately 3.2% of the outstanding Shares. The number of Shares tendered (excluding Shares delivered pursuant to Notices of Guaranteed Delivery for which certificates were not yet delivered) satisfies the Minimum Condition, and all Shares that were validly tendered and not withdrawn pursuant to the Offer have been accepted for payment.

On October 30, 2015, Parent completed its acquisition of Con-way pursuant to the terms of the Merger Agreement. Purchaser merged with and into Con-way in accordance with Section 251(h) of the DGCL, with Con-way continuing as the surviving corporation as a wholly owned subsidiary of Parent. Pursuant to the Merger Agreement, at the Effective Time, each Share issued and outstanding immediately prior to the Effective Time was converted into the right to receive the Offer Price (which is the same amount per Share that will be paid in the Offer) other than Shares owned by (i) Con-way, Parent or Purchaser, which Shares have been canceled and cease to exist, (ii) any subsidiary of Con-way or Parent (other than Purchaser), which Shares have been converted into shares of common stock of the Surviving Corporation, or (iii) stockholders who validly exercise appraisal rights under Delaware law with respect to such Shares.

A copy of the press release issued by Parent announcing the completion of the acquisition on October 30, 2015 is included as an exhibit hereto.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented as follows:

(a)(5)(D) Press Release issued by XPO Logistics, Inc. on October 30, 2015.

SIGNATURES

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: October 30, 2015

CANADA MERGER CORP.

By: /s/ Gordon E. Devens
Name: Gordon E. Devens
Title: Vice President, Secretary and Treasurer

XPO LOGISTICS, INC.

By: /s/ Gordon E. Devens
Name: Gordon E. Devens
Title: Senior Vice President; General Counsel and Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(A)	Offer to Purchase, dated September 15, 2015.*
(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(F)	Joint Press Release issued by XPO Logistics, Inc. and Con-way Inc. on September 9, 2015 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by XPO Logistics, Inc. with the Securities and Exchange Commission on September 9, 2015).*
(a)(1)(G)	Investor Presentation dated September 9, 2015 (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K filed by XPO Logistics, Inc. with the Securities and Exchange Commission on September 9, 2015).*
(a)(1)(H)	Investor Presentation Script dated September 9, 2015 (incorporated by reference to Exhibit 99.3 to the Current Report on Form 8-K filed by XPO Logistics, Inc. with the Securities and Exchange Commission on September 9, 2015).*
(a)(1)(I)	Transcript of September 10, 2015 (incorporated by reference to Schedule TO-C filed by XPO Logistics, Inc. with the Securities and Exchange Commission on September 11, 2015).*
(a)(1)(J)	Summary Advertisement as published in the <i>Wall Street Journal</i> on September 15, 2015.*
(a)(1)(K)	Form of Notice to Participant and Beneficiaries in the Con-way Plans.*
(a)(1)(L)	Trustee Instruction Form for Conway Plans.*
(a)(1)(M)	Form of Notice Follow-up Notice to Participant and Beneficiaries in the Con-way Plans.*
(a)(5)(A)	Complaint filed by Robert Abrams on behalf of himself and all others similarly situated, on October 7, 2015, in the Court of Chancery, State of Delaware.*
(a)(5)(B)	Press Release issued by XPO Logistics, Inc. on October 13, 2015.*

Exhibit No.	Description
(a)(5)(C)	Press Release issued by XPO Logistics, Inc. on October 19, 2015.*
(a)(5)(D)	Press Release issued by XPO Logistics, Inc. on October 30, 2015.
(b)(1)	Amended and Restated Debt Commitment Letter, dated as of September 25, 2015, among Morgan Stanley Senior Funding, Inc. and the other Commitment Parties named therein and XPO Logistics, Inc.*
(d)(1)	Agreement and Plan of Merger, dated as of September 9, 2015, by and among XPO Logistics, Inc., Canada Merger Corp. and Con-way Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by XPO Logistics, Inc. with the Securities and Exchange Commission on September 10, 2015).*
(d)(2)	Confidentiality Agreement and Plan of Merger, dated as of July 28, 2015, by and between XPO Logistics, Inc. and Con-way Inc.*
(g)	None.
(h)	None.

* Previously filed.



XPO Logistics Acquires Con-way

Becomes the second largest LTL provider in North America

GREENWICH, Conn. — October 30, 2015 — XPO Logistics, Inc. (NYSE: XPO) (“XPO”) today announced that it has consummated the previously announced agreement to acquire Con-way Inc.

The transaction makes XPO the second largest less-than-truckload (LTL) provider in North America; expands the company’s global contract logistics, managed transportation and freight brokerage businesses; and adds truckload transportation in North America. All of the acquired operations – Con-way Freight, Menlo Logistics, Con-way Truckload and Con-way Multimodal – are now operating under the single global brand of XPO Logistics.

Bradley Jacobs, chairman and chief executive officer of XPO Logistics, said, “We have an unprecedented opportunity to create value for our customers and investors as a result of the Con-way transaction. We’re moving quickly to eliminate redundancies and leverage our scale to better serve our more than 50,000 customers.”

Jacobs continued, “We’ll issue new financial targets with our third quarter earnings release on November 4.”

Third Quarter 2015 Conference Call

The company will hold its third quarter conference call and webcast on Thursday, November 5, 2015, at 8:30 a.m. Eastern Time. For toll-free access by phone from the United States and Canada: 1-800-708-4539. International callers dial: +1-847-619-6396. The call will be webcast live online and archived at www.xpo.com/investors.

Tender Offer and Financing

The tender offer for all of the outstanding shares of Con-way common stock expired immediately after 12:01 a.m., New York City time, on October 30, 2015. Computershare Trust Company, N.A., the depository for the tender offer, has advised XPO that a total of 46,150,072 shares of Con-way common stock, excluding Con-way shares tendered by notice of guaranteed delivery for which certificates were not yet delivered, representing approximately 81.1% of Con-way’s outstanding shares, were validly tendered into and not withdrawn from the tender offer. XPO and its subsidiary, Canada Merger Corp. have accepted for payment and will promptly pay for all shares that were validly tendered and not withdrawn.

Following its acceptance of the tendered shares, XPO completed its acquisition of Con-way through the merger of Canada Merger Corp. with and into Con-way without a vote of Con-way's stockholders pursuant to Section 251(h) of the Delaware General Corporation Law. As a result of the completed merger, Con-way became a wholly owned subsidiary of XPO. In connection with the merger, all Con-way shares not validly tendered into the tender offer have been cancelled and converted into the right to receive the same \$47.60 per share, net to the seller in cash, without interest thereon and less any applicable withholding taxes, as is to be paid for all shares that were validly tendered and not withdrawn in the tender offer. Con-way shares have ceased trading on the New York Stock Exchange.

In connection with the completion of the acquisition, XPO entered into a new \$1.75 billion term loan credit agreement, the proceeds of which were used, together with cash on hand, to finance a portion of the acquisition consideration as well as other costs and expenses related to the transaction. XPO also entered into a new \$1.0 billion asset-based revolving credit facility, which replaced XPO's existing \$415 million asset-based revolving credit facility.

J.P. Morgan and Morgan Stanley served as financial advisors to XPO Logistics, and Wachtell, Lipton, Rosen & Katz acted as legal advisor. Citigroup served as financial advisor to Con-way, and Sidley Austin LLP acted as legal advisor.

About XPO Logistics, Inc.

XPO Logistics, Inc. (NYSE: XPO) is a top ten global provider of cutting-edge supply chain solutions to the most successful companies in the world. The company provides services for less-than-truckload transportation, truckload brokerage and transportation, last mile logistics, engineered supply chain solutions, high-value-add warehousing and distribution, ground and air expedite, intermodal, drayage, global forwarding and managed transportation. XPO serves more than 50,000 customers with a highly integrated network of over 84,000 employees and 1,469 locations in 32 countries. www.xpo.com

XPO's corporate headquarters is in Greenwich, Conn., USA, and its European headquarters is in Lyon, France. The company holds an 86.25% controlling interest in Norbert Dentressangle SA. The remaining ND stock is traded as GND on Euronext Paris / Euronext London — Isin FR0000052870. www.norbert-dentressangle.com

Forward-Looking Statements

This press release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including the expected ability to integrate operations, cross-sell services and realize cost savings, synergies and profit improvement opportunities. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. In some cases, forward-looking statements can be identified by the use of forward-looking terms such as “anticipate,” “estimate,” “believe,” “continue,” “could,” “intend,” “may,” “plan,” “potential,” “predict,” “should,” “will,” “expect,” “objective,” “projection,” “forecast,” “goal,” “guidance,”

“outlook,” “effort,” “target” or the negative of these terms or other comparable terms. However, the absence of these words does not mean that the statements are not forward-looking. These forward-looking statements are based on certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in the circumstances.

These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions that may cause actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. Factors that might cause or contribute to a material difference include those discussed in XPO’s filings with the SEC and the following: economic conditions generally; competition and pricing pressure; XPO’s ability to find suitable acquisition candidates and execute its acquisition strategy; the expected impact of the Con-way acquisition and the related financing, including the expected impact on XPO’s results of operations; the ability to successfully integrate and realize anticipated synergies, cost savings and profit improvement opportunities with respect to Con-way and other acquired companies; XPO’s ability to raise debt and equity capital; XPO’s ability to attract and retain key employees to execute its growth strategy, including retention of Con-way’s key employees; litigation, including litigation related to alleged misclassification of independent contractors; the ability to develop and implement a suitable information technology system; fuel price or fuel surcharge changes; the ability to maintain positive relationships with XPO’s and Con-way’s networks of third-party transportation providers; XPO’s ability to attract and retain qualified drivers; the ability to retain XPO’s, Con-way’s and other acquired companies’ largest customers; rail and other network changes; labor matters; weather and other service disruptions; and governmental regulation. All forward-looking statements set forth in this press release are qualified by these cautionary statements and there can be no assurance that the actual results or developments anticipated will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, XPO or its businesses or operations. Forward-looking statements set forth in this press release speak only as of the date hereof, and XPO undertakes no obligation to update forward-looking statements to reflect subsequent events or circumstances, changes in expectations or the occurrence of unanticipated events except to the extent required by law.

Investor Contact:

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