

XPO Logistics, Inc.
Form 4
September 04, 2015

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Malat Scott

(Last) (First) (Middle)

C/O XPO LOGISTICS, INC., 5
GREENWICH OFFICE PARK

(Street)

GREENWICH, CT 06831

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
XPO Logistics, Inc. [XPO]

3. Date of Earliest Transaction
(Month/Day/Year)
09/02/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Chief Strategy Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ 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) |
|---|---|---|--------------------------------------|---|--|--|---|
| Common Stock, par value \$0.001 per share | 09/02/2015 | | M | 14,000 A \$ 0 | 50,022 | D | |
| Common Stock, par value \$0.001 per share | 09/02/2015 | | M | 3,500 A \$ 0 | 53,522 | D | |
| Common Stock, par | 09/02/2015 | | F ⁽¹⁾ | 8,185 D \$ 34.26 | 45,337 | D ⁽²⁾ | |

value
\$0.001 per
share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | | 8. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|--|---|---|--------------------------------------|--|--|-----|---|--------------------|---|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit | (3) | 09/02/2015 | | M | | 14,000 | | (4) | (5) | Common Stock, par value \$0.001 per share | 14,000 |
| Restricted Stock Unit | (3) | 09/02/2015 | | M | | 3,500 | | (4) | (6) | Common Stock, par value \$0.001 per share | 3,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Malat Scott C/O XPO LOGISTICS, INC. 5 GREENWICH OFFICE PARK GREENWICH, CT 06831 | | | Chief Strategy Officer | |

Signatures

/s/ Gordon E. Devens,
Attorney-in-Fact

09/04/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

These shares were withheld by the Issuer to fund tax liability attributable to the vesting and settlement of the Restricted Stock Units

- (1) ("RSUs") reported on this Form 4. These RSUs vested and were settled on September 2, 2015, as originally scheduled, and there were no related discretionary transactions or open market sales.
- (2) These securities are held in a joint account with the Reporting Person's spouse.
- (3) Each 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.
- (4) The RSUs vested and were settled on September 2, 2015.

On October 21, 2011, the Reporting Person was granted 70,000 unvested RSUs. The RSUs shall thereafter vest in equal annual

- (5) installments of 20% each, beginning on September 2, 2012 and continuing on the first, second, third and fourth anniversaries thereof, subject to the Reporting Person's continued employment with the Issuer.

On October 21, 2011, the Reporting Person was granted 17,500 unvested RSUs, subject to the Issuers satisfaction of certain predetermined performance criteria and the Reporting Persons continued employment with the Issuer. On August 20, 2012, the

- (6) Compensation Committee of the Board of Directors of the Issuer certified that the performance criteria applicable to such RSUs has been satisfied, and such RSUs shall thereafter vest in equal annual installments of 20% each, beginning on September 2, 2012 and continuing on the first, second, third and fourth anniversaries thereof, subject to the Reporting Person's continued employment with the Issuer.

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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