

XPO Logistics, Inc.
Form 4
December 17, 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

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DeJoy Louis

(Last) (First) (Middle)

C/O XPO LOGISTICS, 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)
12/15/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	12/15/2015		A	23,171	A \$ 0	407,343	D
Common Stock, par value \$0.001 per share	12/15/2015		F ⁽¹⁾	11,053	D \$ 27.17	396,290	D
Common Stock, par	12/15/2015		A	76,210	A \$ ⁽²⁾ 27.17	472,500	D

value
\$0.001 per
share

Common
Stock, par
value
\$0.001 per
share

12/15/2015

F⁽³⁾

36,353

D

\$
27.17

436,147

D

Common
Stock, par
value
\$0.001 per
share

192,086

I

See
footnote
(4)

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

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SEC 1474
(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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DeJoy Louis C/O XPO LOGISTICS 5 GREENWICH OFFICE PARK GREENWICH, CT 06831	X

Signatures

Gordon E. Devens, Attorney
in Fact

12/17/2015

__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 performance-based restricted stock units ("PRSUs"). The PRSUs were settled on December 15, 2015 and there were no related discretionary transactions or open market sales.
- (1) The shares of common stock were issued to the Reporting Person pursuant to the Retirement and Release Agreement dated December 7, 2015 between the Issuer and the Reporting Person ("Retirement Agreement").
 - (2) These shares were withheld by the Issuer to fund tax liability attributable to issuance of stock under the Retirement Agreement. There were no related discretionary transactions or open market sales.
 - (3) The Louis DeJoy Family Partnership, LLC is the direct beneficial owner of these securities. Louis DeJoy is the Managing Member of The Louis DeJoy Family Partnership, LLC.
 - (4)

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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