

XPO Logistics, Inc.  
Form 4  
September 05, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BRADLEY S JACOBS**

(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)  
**09/02/2012**

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)

Chief Executive Officer

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 (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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	09/02/2012		M	10,000 A \$ 11	10,000	D	
Common Stock	09/02/2012		A <sup>(2)</sup>	32,000 A \$ 0	42,000	D	
Common Stock	09/02/2012		F <sup>(3)</sup>	13,860 D \$ 14.83	28,140	D	

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

**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 control**

SEC 1474 (9-02)

number.

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	<u>(1)</u>	09/02/2012		M	10,000	<u>(4)</u>	<u>(4)</u>	Common Stock, par value \$0.001 per share	10,000
Employee Stock Options (right to buy)	\$ 9.28					<u>(5)</u>	11/21/2021	Common Stock, par value \$0.001 per share	250,000
See footnote <u>(12)</u>	\$ 7 <u>(6)</u>					09/02/2011	<u>(7)</u>	Common Stock, par value \$0.001 per share	9,642,800 <u>(8)</u>
Warrants	\$ 7 <u>(10)</u>					09/02/2011	09/02/2021	Common Stock, par value \$0.001 per share	9,642,800 <u>(11)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRADLEY S JACOBS C/O XPO LOGISTICS, INC. 5 GREENWICH OFFICE PARK GREENWICH, CT 06831	X	X	Chief Executive Officer	

## Signatures

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

09/05/2012

\_\_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).

(1) Each Restricted Stock Unit represented 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. The transactions reported in this Form 4 relate to the vesting and settlement of previously granted restricted stock units, as well as the withholding of shares to satisfy tax withholding obligations related to the settlement of, and pursuant to the terms of the award agreements governing, such restricted stock units (see footnote 3). There were no open market sales related to the settlement of the restricted stock units or reported on this Form 4.

(2) On January 5, 2012, the Reporting Person was granted 160,000 unvested restricted stock units, subject to the Company's satisfaction of certain predetermined performance criteria and the Reporting Person's continued employment with the Issuer. On August 20, 2012, the Compensation Committee of the Board of Directors of the Issuer certified that the performance criteria applicable to the performance-based restricted stock units had been satisfied. Since the applicable performance criteria has been satisfied, this award of restricted stock units vests 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. The first 20% installment of the performance-based restricted stock units vested and was settled on September 2, 2012.

(3) In connection with the vesting of the first 20% installment of the Restricted Stock Units, the Issuer withheld 3,300 shares of Common Stock to satisfy tax withholding obligations, and in connection with the vesting of the first 20% installment of the performance-based restricted stock units, the Issuer withheld 10,560 shares of Common Stock to satisfy tax withholding obligations.

(4) The Restricted Stock Units were initially unvested. The first 20% installment of the Restricted Stock Units vested and was settled on September 2, 2012.

(5) The Employee Stock Options were initially unvested. The first 20% installment of the Employee Stock Options vested and became exercisable on September 2, 2012.

(6) The initial conversion price of the Series A Convertible Perpetual Preferred Stock is \$7 per share of Common Stock, subject to adjustment as set forth in the Certificate of Designation of Series A Convertible Perpetual Preferred Stock, filed as Exhibit 4.1 to the Issuer's Current Report on Form 8-K filed with the SEC on September 6, 2011 (the "Certificate of Designation").

(7) The Series A Convertible Perpetual Preferred Stock has no expiration date.

(8) Represents 9,642,857 shares of Common Stock initially issuable upon conversion of 67,500 shares of Series A Convertible Perpetual Preferred Stock, subject to adjustment as set forth in the Certificate of Designation.

(9) Jacobs Private Equity, LLC is the direct beneficial owner of these securities. Bradley S. Jacobs is the Managing Member of Jacobs Private Equity, LLC.

(10) The initial exercise price of the Warrants is \$7 per share of Common Stock, subject to adjustment as set forth in the Form of Warrant Certificate, filed as Exhibit 4.2 to the Issuer's Current Report on Form 8-K filed with the SEC on September 6, 2011 (the "Warrant Certificate").

(11) Represents 9,642,857 shares of Common Stock initially issuable upon the exercise of 9,642,857 Warrants, subject to adjustment as set forth in the Warrant Certificate. The 9,642,857 shares of Common Stock initially issuable upon the exercise of the Warrants, together with the 9,642,857 shares of Common Stock initially issuable upon conversion of the Series A Convertible Perpetual Preferred Stock as described in Footnote 8 above, represent an aggregate of 19,285,714 shares of Common Stock initially issuable upon conversion of the Series A Convertible Perpetual Preferred Stock or upon the exercise of the Warrants.

(12) Series A Convertible Perpetual Preferred Stock, par value \$0.001 per share.

### Remarks:

See Exhibit 24.1 attached - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.