

XPO Logistics, Inc.  
Form 4  
September 07, 2016

**FORM 4**

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

OMB APPROVAL

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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 \*  
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)  
09/02/2016

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 below) \_\_\_ Other (specify 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 Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
Common Stock, par value \$0.001 per share	09/02/2016		M		14,000	A	\$ 0 59,337	D
Common Stock, par value \$0.001 per share	09/02/2016		M		3,191	A	\$ 0 62,528	D
Common Stock, par	09/02/2016		M		3,500	A	\$ 0 66,028	D

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value  
\$0.001 per  
share

Common  
Stock, par  
value  
\$0.001 per  
share

09/02/2016

M

17,143 A

\$ 0 83,171

D

Common  
Stock, par  
value  
\$0.001 per  
share

09/02/2016

F<sup>(1)</sup>

19,501 D

\$ 0 63,670

D <sup>(2)</sup>

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. Amount or Number of Shares
Restricted Stock Unit	<u>(3)</u>	09/02/2016		M	14,000	<u>(4)</u> <u>(4)</u>	Common Stock, par value \$0.001 per share	14,000
Restricted Stock Unit	<u>(3)</u>	09/02/2016		M	3,191	<u>(5)</u> <u>(5)</u>	Common Stock, par value \$0.001 per share	3,191
Restricted Stock Unit	<u>(3)</u>	09/02/2016		M	3,500	<u>(6)</u> <u>(6)</u>	Common Stock, par value \$0.001	3,500

Restricted Stock Unit	(3)	09/02/2016	M	17,143	(7)	(7)	per share Common Stock, par value \$0.001 per share	17,143
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## 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

09/07/2016

\_\_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 ("RSUs") reported on this Form 4. These RSUs vested and were settled on September 2, 2016, as originally scheduled, and there were no related discretionary transactions or open market sales.
- (1) These securities are held jointly with the Reporting Person's spouse.
  - (2) 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.
  - (3) The RSUs 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.
  - (4) The RSUs vested and were settled on September 2, 2016.
  - (5) The RSUs 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 satisfaction of a specified performance goal, which has been certified as having been satisfied, and the Reporting Person's continued employment with the Issuer on such dates.
  - (6) The RSUs vest in installments of 60% on September 2, 2016, and 20% each on February 15, 2017 and February 15, 2018, subject to satisfaction of a specified performance goal, which has been certified as having been satisfied, and the Reporting Person's continued employment with the Issuer on such dates.
  - (7)

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.