

SPRUCE HOUSE PARTNERSHIP LP  
Form 3  
December 19, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *                   |         |          | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                                      |  |
| Â SPRUCE HOUSE PARTNERSHIP LP                               |         |          | (Month/Day/Year)                     | XPO Logistics, Inc. [XPO]  |  |
| (Last)  | (First) | (Middle) |                                      | 4. Relationship of Reporting Person(s) to Issuer                                 | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O SPRUCE HOUSE CAPITAL LLC,Â 435 HUDSON STREET, 8TH FLOOR |         |          |                                      | (Check all applicable)   |  |
| (Street)  |         |          |                                      | ___ Director   | <input checked="" type="checkbox"/> 10% Owner        |
|   |         |          |                                      | ___ Officer  | ___ Other  |
|   |         |          |                                      | (give title below)   | (specify below)                                      |
| NEW YORK,Â NYÂ 10014  |         |          |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |  |
| (City)  | (State) | (Zip)    |                                      | ___ Form filed by One Reporting Person   |  |
|   |         |          |                                      | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4)          | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Common stock, par value \$0.01 per share | 12,750,000  | D <sup>(1)</sup>   | Â   |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|-------|----------------------------|------------------------------|---|
|                  |                 |       |                            |                              |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SPRUCE HOUSE PARTNERSHIP LP<br>C/O SPRUCE HOUSE CAPITAL LLC<br>435 HUDSON STREET, 8TH FLOOR<br>NEW YORK, NY 10014       | ^             | ^ X       | ^       | ^     |
| Spruce House Capital LLC<br>435 HUDSON STREET<br>8TH FLOOR<br>NEW YORK, NY 10014  | ^             | ^ X       | ^       | ^     |
| Sternberg Zachary<br>SPRUCE HOUSE INVESTMENT MANAGEMENT LLC<br>435 HUDSON STREET, 8TH FLOOR<br>NEW YORK, NY 10014       | ^             | ^ X       | ^       | ^     |
| Stein Benjamin Forester<br>SPRUCE HOUSE INVESTMENT MANAGEMENT LLC<br>435 HUDSON STREET, 8TH FLOOR<br>NEW YORK, NY 10014 | ^             | ^ X       | ^       | ^     |
| SPRUCE HOUSE INVESTMENT MANAGEMENT LLC<br>435 HUDSON STREET<br>8TH FLOOR<br>NEW YORK, NY 10014                          | ^             | ^ X       | ^       | ^     |

## Signatures

|   |            |
|---|------------|
| The Spruce House Partnership LP By: /s/ Thomas Walker, Authorized Person        | 12/19/2018 |
| __Signature of Reporting Person   | Date       |
| Spruce House Capital LLC By: /s/ Thomas Walker, Authorized Person               | 12/19/2018 |
| __Signature of Reporting Person   | Date       |
| Zachary Sternberg By: /s/ Thomas Walker, Authorized Person                      | 12/19/2018 |
| __Signature of Reporting Person   | Date       |
| Benjamin Stein By: /s/ Thomas Walker, Authorized Person                         | 12/19/2018 |
| __Signature of Reporting Person   | Date       |
| Spruce House Investment Management LLC By: /s/ Thomas Walker, Authorized Person | 12/19/2018 |
| __Signature of Reporting Person   | Date       |

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) The reported securities are held in the account of The Spruce House Partnership LP (the "Fund"), a private investment fund managed by Spruce House Investment Management LLC (the "Investment Manager"), and may be deemed to be beneficially owned by the Investment Manager, the general partner of the Fund, Spruce House Capital LLC (the "General Partner"), and by Zachary Sternberg and Benjamin Stein, managing members of the Investment Manager and the General Partner (the "Managing Members"). Each of the Investment Manager, the General Partner and the Managing Members disclaim beneficial ownership of the reported securities held by the Fund, except to the extent of his or its pecuniary interest therein. The Fund, Investment Manager, the General Partner and the Managing Members (collectively, the "Reporting Persons") affirmatively disclaim being a "group" for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

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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