

Papastavrou Jason D
 Form 4
 January 03, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Papastavrou Jason D

(Last) (First) (Middle)

C/O XPO LOGISTICS, INC., 5
 AMERICAN LANE

(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)
 01/02/2018

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 (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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.001 per share	01/02/2018		M	2,500	A	\$ 0	12,500	D
Common Stock, par value \$0.001 per share							1,375	I
								See footnote ⁽¹⁾

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit	(2)	01/02/2018		A	2,071	(3) (3)	Common Stock, par value \$0.001 per share 2,071
Restricted Stock Unit	(2)	01/02/2018		M	2,500	(4) (4)	Common Stock, par value \$0.001 per share 2,500
Restricted Stock Unit	(2)					(5) (5)	Common Stock, par value \$0.001 per share 3,971
Restricted Stock Unit	(2)					(6) (6)	Common Stock, par value \$0.001 per share 6,500
Restricted Stock Unit	(2)					(7) (7)	Common Stock, par value \$0.001 per share 4,250
Restricted Stock Unit	(2)					(8) (8)	Common Stock, par value \$0.001 per share 2,500

Director Stock Option (right to buy)	\$ 23.19	01/02/2015	12/12/2023	Common Stock, par value \$0.001 per share	8,00
Director Stock Option (right to buy)	\$ 16.74	12/11/2013	12/11/2022	Common Stock, par value \$0.001 per share	8,00
Director Stock Option (right to buy)	\$ 9.28	09/02/2012	11/21/2021	Common Stock, par value \$0.001 per share	8,00
See footnote (9)	\$ 7 ⁽¹⁰⁾	09/02/2011	⁽¹¹⁾	Common Stock, par value \$0.001 per share	92,8 ⁽¹²⁾
Warrants	\$ 7 ⁽¹⁴⁾	09/02/2011	09/02/2021	Common Stock, par value \$0.001 per share	92,8 ⁽¹⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Papastavrou Jason D C/O XPO LOGISTICS, INC. 5 AMERICAN LANE GREENWICH, CT 06831	X			

Signatures

/s/ Karlis P. Kirsis,
Attorney-in-Fact 01/03/2018

**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) The Brett A. Athans Declaration of Trust is the direct beneficial owner of these securities. Jason D. Papastavrou is the trustee of the Brett A. Athans Declaration of Trust.

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- (2) Each Restricted Stock Unit ("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 shall vest on January 2, 2019, subject to the Reporting Person's continued service as a director of the Issuer.
- (4) The RSUs vested in full on January 2, 2015 and were subject to a deferral election. Shares of Common Stock were delivered to the Reporting Person as per the terms of the deferral election.
- (5) The RSUs vested in full on January 3, 2018 and are subject to a deferral election. Shares of Common Stock will be delivered to the Reporting Person as per the terms of the deferral election.
- (6) The RSUs vested in full on January 4, 2017 and are subject to a deferral election. Shares of Common Stock will be delivered to the Reporting Person as per the terms of the deferral election.
- (7) The RSUs vested in full on January 2, 2016 and are subject to a deferral election. Shares of Common Stock will be delivered to the Reporting Person as per the terms of the deferral election.
- (8) The RSUs vested in full on December 11, 2013 and are subject to a deferral election. Shares of Common Stock will be delivered to the reporting person as per the terms of the deferral election.
- (9) Series A Convertible Perpetual Preferred Stock, par value \$0.001 per share.
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").
- (10) The Series A Convertible Perpetual Preferred Stock has no expiration date.
- (11) Represents 92,857 shares of Common Stock initially issuable upon conversion of 650 shares of Series A Convertible Perpetual Preferred Stock, subject to adjustment as set forth in the Certificate of Designation.
- (12) Springer Wealth Management LLC is the direct beneficial owner of these securities. Jason D. Papastavrou is the owner of 100% of the equity interests of Springer Wealth Management LLC.
- (13) 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").
- (14) Represents 92,857 shares of Common Stock initially issuable upon the exercise of 92,857 Warrants, subject to adjustment as set forth in the Warrant Certificate.
- (15)

Remarks:

See Exhibit 24, Power of Attorney, attached.

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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