

BRADLEY S JACOBS  
Form 4  
February 21, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
**BRADLEY S JACOBS**

(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)  
**02/19/2018**

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)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.001 per share	02/19/2018		A		150,593 <u>A</u> (1)	\$ 0	277,054 D
Common Stock, par value \$0.001 per share	02/19/2018		A		102,436 <u>A</u> (2)	\$ 0	379,490 D
Common Stock, par	02/19/2018		<u>F</u> (3)		115,603 <u>D</u> (3)	\$ 91.43	263,887 D

value  
\$0.001 per  
share

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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## Reporting Owners

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

## Signatures

/s/ Karlis P. Kirsis,  
Attorney-in-Fact

02/21/2018

\*\*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) On March 14, 2014, the Reporting Person was granted 150,593 unvested performance-based restricted stock units ("PRsUs"), subject to the Issuer's satisfaction of certain predetermined performance criteria and the Reporting Person's continued employment with the Issuer. On February 19, 2018, the Compensation Committee of the Board of Directors of the Issuer certified that the performance criteria

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applicable to such PRSUs has been satisfied and such PRSUs vested in full.

- (2) On February 27, 2015, the Reporting Person was granted 102,436 unvested PRSUs, subject to the Issuer's satisfaction of certain predetermined performance criteria and the Reporting Person's continued employment with the Issuer. On February 19, 2018, the Compensation Committee of the Board of Directors of the Issuer certified that the performance criteria applicable to such PRSUs has been satisfied and such PRSUs vested in full.

- (3) No shares were sold by the Reporting Person. These shares were withheld by the Issuer to fund tax liability attributable to the vesting and settlement of the PRSUs reported on this Form 4. These PRSUs vested and were settled as originally scheduled, and there were no related discretionary transactions or open market sales.

### **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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