

BRADLEY S JACOBS  
Form 4  
November 23, 2011

**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 \*  
**BRADLEY S JACOBS**

2. Issuer Name and Ticker or Trading Symbol  
**XPO Logistics, Inc. [XPO]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**350 ROUND HILL ROAD**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/21/2011**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CHIEF EXECUTIVE OFFICER**

**GREENWICH, CT 06831**

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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

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

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SEC 1474  
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	<u>(1)</u>	11/21/2011	A	50,000					<u>(2)</u>	<u>(2)</u>	Common Stock, par value \$0.001 per share	50,000
Employee Stock Options (right to buy)	\$ 9.28	11/21/2011	A	250,000					<u>(3)</u>	11/21/2021	Common Stock, par value \$0.001 per share	250,000
See footnote <u>(10)</u>	\$ 7 <u>(4)</u>								09/02/2011	<u>(5)</u>	Common Stock, par value \$0.001 per share	9,642 <u>(6)</u>
Warrants	\$ 7 <u>(8)</u>								09/02/2011	09/02/2021	Common Stock, par value \$0.001 per share	9,642 <u>(9)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRADLEY S JACOBS 350 ROUND HILL ROAD GREENWICH, CT 06831	X	X	CHIEF EXECUTIVE OFFICER	

## Signatures

/s/ Eric L. Schiele, as  
Attorney-in-fact

11/23/2011

          \*\*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 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.
- (2)

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The Restricted Stock Units shall initially be unvested, and shall vest and be settled 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 Bradley S. Jacobs's continued employment with the Issuer.

- (3) The Employee Stock Options shall initially be unvested, and shall 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 Bradley S. Jacobs's continued employment with the Issuer.

- (4) 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").

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

- (6) 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.

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

- (8) 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").

- (9) 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 6 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.

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

### Remarks:

#### Exhibit List:

#### Exhibit 24 -- 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.

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