

XPO Logistics, Inc.  
Form 8-K  
December 21, 2017

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 20, 2017

XPO LOGISTICS, INC.  
(Exact name of registrant as specified in its charter)

|   |                          |   |
|---|--------------------------|---|
| Delaware  | 001-32172                | 03-0450326                              |
| (State or other jurisdiction of<br>incorporation) | (Commission File Number) | (I.R.S. Employer<br>Identification No.) |

Five American Lane, Greenwich, Connecticut 06831  
(Address of principal executive offices)

(855) 976-6951  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))  
Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 5.07 Submission of Matters to a Vote of Security Holders.

XPO Logistics, Inc. (the “Company”) held a Special Meeting of Stockholders (the “2017 Special Meeting”) on December 20, 2017. At the 2017 Special Meeting, the Company’s stockholders approved (i) the adoption of the XPO Logistics, Inc. Employee Stock Purchase Plan (the “Plan”) and (ii) the adjournment or postponement of the 2017 Special Meeting, if necessary, to solicit additional proxies.

The voting results are set forth below:

Proposal 1: Approval of the Plan:

Votes  
For 110,453,525  
Votes  
Against 226,317  
Abstain 12,045  
Broker  
0  
Non-Votes

Proposal 2: Adjourn or postpone the 2017 Special Meeting, if necessary:

Votes  
For 108,376,442  
Votes  
Against 2,493,042  
Abstain 21,403  
Broker  
0  
Non-Votes

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated December 21, 2017 XPO LOGISTICS, INC.

By: /s/ Karlis P. Kirsis  
Karlis P. Kirsis  
Senior Vice President, Corporate Counsel