XPO Logistics, Inc. Form 4 December 20, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * ANDERSEN G CHRIS

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

XPO Logistics, Inc. [XPO] 3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year)

12/20/2012

X_ Director 10% Owner Officer (give title Other (specify below)

G.C. ANDERSEN PARTNERS LLC. 430 PARK AVENUE, SUITE 701

(First)

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

NEW YORK, NY 10022

(State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

(D) Price Code V Amount

Common

Stock, par

12/20/2012

M 2,500 Α (9) 2,500

\$0.001 per

share

value

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

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SEC 1474 (9-02)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transacti Code (Instr. 8)	5. Number on 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 Units	<u>(9)</u>	12/20/2012		M		2,500	(10)	(10)	Common Stock, par velue \$0.001 per share	2,500
Restricted Stock Units	<u>(9)</u>						<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.001 per share	2,500
Director Stock Option (right to buy)	\$ 16.74						(2)	12/11/2022	Common Stock, par value \$0.001 per share	8,000
Director Stock Option (right to buy)	\$ 9.28						09/02/2012	11/21/2021	Common Stock, par value \$0.001 per share	8,000
See footnote (3)	\$ 7 <u>(4)</u>						09/02/2011	<u>(5)</u>	Common Stock, par value \$0.001 per share	35,713 (6)
Warrants	\$ 7 <u>(7)</u>						09/02/2011	09/02/2021	Common Stock, par value \$0.001 per share	35,713 (8)

Reporting Owners

Reporting Owner Name / Address Director 10% Owner Officer Other ANDERSEN G CHRIS G.C. ANDERSEN PARTNERS LLC 430 PARK AVENUE, SUITE 701 NEW YORK, NY 10022

Signatures

Gordon E. Devens, Attorney in Fact

12/20/2012

**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).
- The Restricted Stock Units shall vest on December 11, 2013, subject to the Reporting Person's continued service as a director of the Issuer.
- The Director Stock Options shall vest and become exercisable on December 11, 2013, subject to the Reporting Person's continued service as a director of the Issuer.
- (3) 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").
- (5) The Series A Convertible Perpetual Preferred Stock has no expiration date.
- Represents 35,713 shares of Common Stock initially issuable upon conversion of 250 shares of Series A Convertible Perpetual Preferred Stock, subject to adjustment as set forth in the Certificate of Designation.
- 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").
- (8) Represents shares of Common Stock initially issuable upon the exercise of Warrants, subject to adjustment as set forth in the Warrant Certificate.
- (9) 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.
- (10) These Restricted Stock Units vested in full on September 2, 2012 and were settled on December 20, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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