

XPO Logistics, Inc.
Form 4
August 16, 2013

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 *
Martell James J

(Last) (First) (Middle)
314 RINGLING POINT DRIVE
(Street)
SARASOTA, FL 34234
(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2013

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.001 per share | 08/15/2013 | | P | 39,099 (1) A | \$ 18.97 51,139 | D | |

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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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. D | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (2) | | | | | (3) | (3) | Common Stock, par value \$0.001 per share | 2,500 |
| Director Stock Options (right to buy) | \$ 16.74 | | | | | (4) | 12/11/2022 | Common Stock, par value \$0.001 per share | 8,000 |
| Director Stock Options (right to buy) | \$ 9.28 | | | | | (5) | 11/21/2021 | Common Stock, par value \$0.001 per share | 8,000 |
| Director Stock Options (right to buy) | \$ 5 | | | | | (5) | 01/29/2020 | Common Stock, par value \$0.001 per share | 6,250 |
| Director Stock Options (right to buy) | \$ 3.88 | | | | | (5) | 01/27/2019 | Common Stock, par value \$0.001 per share | 6,250 |
| Director Stock Options (right to buy) | \$ 4.16 | | | | | (5) | 01/28/2018 | Common Stock, par value \$0.001 per share | 6,250 |
| Director Stock | \$ 5.4 | | | | | (5) | 02/28/2017 | Common Stock, par | 6,250 |

| | | | | | |
|---|-----------|-----|------------|---|---|
| Options (right to buy) | | | | value \$0.001 per share | |
| Director Stock Options (right to buy) | \$ 2.96 | (5) | 12/12/2015 | Common Stock, par value \$0.001 per share | 25,000 |
| Director Stock Options (right to buy) | \$ 5 | (5) | 07/15/2015 | Common Stock, par value \$0.001 per share | 25,000 |
| See footnote (6) | \$ 7 (7) | | 09/02/2011 | (8) | Common Stock, par value \$0.001 per share |
| | | | | | 103,571 (9) |
| Warrants | \$ 7 (10) | | 09/02/2011 | 09/02/2021 | Common Stock, par value \$0.001 per share |
| | | | | | 103,572 (11) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Martell James J 314 RINGLING POINT DRIVE SARASOTA, FL 34234 | X | | | |

Signatures

/s/ Gordon E. Devens, Attorney
in Fact

08/16/2013

__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) These shares were purchased pursuant to a subscription agreement with the Issuer, dated July 12, 2013, which closed on August 15, 2013. These shares are restricted for resale by Mr. Martell until September 2, 2016.
- (2) 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.
- (3)

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The Restricted Stock Units shall vest on December 11, 2013, subject to the Reporting Person's continued service as a director of the Issuer.

- (4) 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.
- (5) The Director Stock Options are fully vested and exercisable as of the filing date of this Form 4.
- (6) 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").
- (8) The Series A Convertible Perpetual Preferred Stock has no expiration date.
- (9) Represents 103,571 shares of Common Stock initially issuable upon conversion of 725 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").
- (10) Represents shares of Common Stock initially issuable upon the exercise of Warrants, subject to adjustment as set forth in the Warrant Certificate.
- (11)

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.