

XPO Logistics, Inc.  
Form 3  
March 04, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Cooper Troy A.		(Month/Day/Year)	XPO Logistics, Inc. [XPO]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		02/24/2014		
C/O XPO LOGISTICS, INC., 5			(Check all applicable)	
GREENWICH OFFICE PARK			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Street)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
GREENWICH, CT 06831			SVP, Oper. and Finance	
(City)	(State)	(Zip)		6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001 per share	53,119	D	

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Restricted Stock Unit	Â (1)	Â (1)	Common Stock, par value 43,750 \$ (2) \$0.001 per share	D Â
Restricted Stock Unit	Â (6)	Â (6)	Common Stock, par value 25,000 \$ (2) \$0.001 per share	D Â
Stock Option (right to buy)	Â (3)	09/02/2021	Common Stock, par value 25,000 \$ 11.46 \$0.001 per share	D Â
Warrants	09/02/2011	09/02/2021	Common Stock, par value 10,000 (4) \$ 7 (5) \$0.001 per share	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cooper Troy A. C/O XPO LOGISTICS, INC. 5 GREENWICH OFFICE PARK GREENWICH, CT 06831	Â	Â	Â SVP, Oper. and Finance	Â

## Signatures

Gordon E. Devens,  
Attorney-in-Fact

03/04/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) The Restricted Stock Units shall vest in two equal annual installments of 21,875 each on September 2, 2014 and September 2, 2015, subject to the Reporting Person's continued employment with the Issuer.
  - (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) The Employee Stock Options 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 the Reporting Person's continued employment with the Issuer.

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- (4) Represents 10,000 shares of Common Stock initially issuable upon conversion of 10,000 Warrants, subject to adjustment as set forth in the Warrant Certificate.

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

- (5) 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").

The Restricted Stock Units initially shall be unvested and, subject to the Issuer's Common Stock trading at or above \$32.50 per share for 20 consecutive trading days within the five years following the grant date, shall vest in installments of 60% on September 2, 2016, and

- (6) 20% each on February 15, 2017 and February 15, 2018, subject to the Reporting Person's continued employment with the Issuer on such dates.

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### Remarks:

SeeÂ ExhibitÂ 24Â attachedÂ -Â PowerÂ ofÂ 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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