JESSELSON MICHAEL G
Form 4
January 03, 2018

(Print or Type Responses)

| 1. Name and Address of Reporting Person JESSELSON MICHAEL G | 2. Issuer Name and Ticker or Trading Symbol |
| :---: | :---: |
|  | XPO Logistics, Inc. [XPO] |
| (Last) | 3. Date of Earliest Transaction (Month/Day/Year) |
| C/O XPO LOGISTICS, INC., 5 AMERICAN LANE | 01/02/2018 |
|  |  |
| (Street) | 4. If Amendment, Date Original |
|  | Filed(Month/Day/Year) |

GREENWICH, CT 06831


Common
Stock, par value $\$ 0.001$ per share

Common
Stock, par value $\$ 0.001$ per share

| Common | 12,000 | I |
| :--- | :---: | :---: | | See |
| :--- |
| Stock, par |

value
$\$ 0.001$ per
share
Common
Stock, par value
$\$ 0.001$ per
share
Common

| Stock, par <br> value <br> $\$ 0.001$ per <br> share | 10,000 | I | See <br> footnote (5) |
| :--- | :---: | :---: | :---: |
| Common <br> Stock, par <br> value <br> $\$ 0.001$ per | 10,000 | I | See <br> footnote (6) |

share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
Persons who respond to the collection of SEC 1474
information contained in this form are not
required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)


|  |  |  |  | per share |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Director <br> Stock <br> Option (right to buy) | \$ 23.19 | 01/02/2015 | 12/12/2023 | Common <br> Stock, par value \$0.001 per share | 8,000 |
| Director Stock Option (right to buy) | \$ 16.74 | 12/11/2013 | 12/11/2022 | Common <br> Stock, par value \$0.001 per share | 8,000 |
| Director <br> Stock <br> Option (right to buy) | \$ 9.28 | 09/02/2012 | 11/21/2021 | Common <br> Stock, par <br> value <br> \$0.001 <br> per share | 8,000 |
| See footnote (10) | \$ 7 (11) | 09/02/2011 | (12) | Common <br> Stock, par <br> value <br> \$0.001 <br> per share | 103,570 |
| Warrants | \$ 7 (14) | 09/02/2011 | 09/02/2021 | Common <br> Stock, par <br> value <br> \$0.001 <br> per share | $\begin{gathered} 103,572 \\ \underline{(15)} \end{gathered}$ |
| Warrants | \$ 7 (14) | 09/02/2011 | 09/02/2021 | Common <br> Stock, par value \$0.001 per share | $\begin{gathered} 21,322 \\ \underline{(16)} \end{gathered}$ |

## Reporting Owners

Reporting Owner Name / Address

## Relationships

Director 10\% Owner Officer Other
JESSELSON MICHAEL G
C/O XPO LOGISTICS, INC.
5 AMERICAN LANE
GREENWICH, CT 06831

## Signatures

/s/ Karlis P. Kirsis,
Attorney-in-Fact
**Signature of Reporting Person
01/03/2018

Date

## Explanation of Responses:

If the form is filed by more than one reporting person, see Instruction $4(\mathrm{~b})(\mathrm{v})$.
Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. $78 f f(\mathrm{a})$.

15,000 of these securities are held in an individual retirement account of Michael G. Jesselson.
These securities are held by the SJJ Irrevocable Trust, of which Michael G. Jesselson is a trustee.
These securities are held by the RAJ Irrevocable Trust, of which Michael G. Jesselson is a trustee
These securities are held by the JJJ Irrevocable Trust, of which Michael G. Jesselson is a trustee.
These securities are held by Michael G. Jesselson and Linda Jesselson Trustees UID 6/30/93 FBO Maya Ariel Ruth Jesselson. Michael G. Jesselson is a trustee of the trust.

Michael G. Jesselson's spouse is the direct beneficial owner of these securities.
Each Restricted Stock Unit ("RSU") 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.

The RSUs shall vest on January 2, 2019, subject to the Reporting Person's continued service as a director of the Issuer.
The RSUs vested in full on January 3, 2018 and are subject to a deferral election. Shares of Common Stock will be delivered to the Reporting Person as per the terms of the deferral election.
10) 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").
2) The Series A Convertible Perpetual Preferred Stock has no expiration date.

The Michael G. Jesselson 12/18/80 Trust and the Michael G. Jesselson 4/8/71 Trust are the direct beneficial owners of these securities. Michael G. Jesselson is the beneficiary of each of these trusts.

The initial exercise price of the Warrants is $\$ 7$ per share of Common Stock, subject to adjustment as set forth in the Form of (14) 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").

Represents 103,572 shares of Common Stock initially issuable upon conversion of 103,572 Warrants, subject to adjustment as set forth in the Warrant Certificate.

Represents 21,322 shares of Common Stock initially issuable upon conversion of 21,322 Warrants, subject to adjustment as set forth in the Warrant Certificate.

## Remarks:

See Exhibit 24, Power of Attorney, attached.
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.

