

Glickman Sarah JS
 Form 3
 August 16, 2018

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

OMB APPROVAL
 OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 | |
| Glickman Sarah JS | | (Month/Day/Year) | XPO Logistics, Inc. [XPO] | |
| (Last) | (First) | (Middle) | 08/15/2018 | |
| C/O XPO LOGISTICS, INC., 5 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| AMERICAN LANE | | | | |
| (Street) | | | (Check all applicable) | |
| GREENWICH, CT 06831 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Acting Chief Financial Officer | |

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) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | |
|-----------------------|-------|-------|--|--------|---|---|
| Restricted Stock Unit | Â (1) | Â (1) | Common Stock, par value 23,760 \$0.001 per share | \$ (2) | D | Â |
| Restricted Stock Unit | Â (3) | Â (3) | Common Stock, par value 17,050 \$0.001 per share | \$ (2) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Glickman Sarah JS C/O XPO LOGISTICS, INC. 5 AMERICAN LANE GREENWICH, CT 06831 | Â | Â | Â Acting Chief Financial Officer | Â |

Signatures

/s/ Karlis P. Kirsis, 08/16/2018
Attorney-in-Fact

__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).

The Restricted Stock Units ("RSUs") were granted to the Reporting Person on August 9, 2018 (the "Grant Date"). The RSUs remain unvested until the later to occur of (i) the average closing price of a share of the Issuer's common stock, as reported on the New York

- (1) Stock Exchange or such other exchange upon which the shares trade, equals or exceeds \$200.00 over any twenty-consecutive-trading-day period ending on or prior to the fifth anniversary of the Grant Date and (ii) the third anniversary of the Grant Date, generally subject to the Reporting Person's continued employment with the Issuer through the date of such later occurrence.
- (2) Each 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.
- (3) The RSUs vest in six equal annual installments, beginning on June 8, 2019 and continuing to vest on the next five anniversaries thereof, generally subject to the Reporting Person's continued employment with the Issuer through the applicable vesting date.

Â

Remarks:

SeeÂ ExhibitÂ 24,Â PowerÂ ofÂ Attorney,Â 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.