

| OMB APPROVAL             |           |
|--------------------------|-----------|
| OMB Number:              | 3235-0287 |
| Estimated average burden |           |
| hours per response:      | 0.5       |

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person*<br><u>Papastavrou Jason D</u><br><br>(Last) (First) (Middle)<br><br><u>C/O XPO LOGISTICS, INC.</u><br><u>5 AMERICAN LANE</u><br><br>(Street)<br><u>GREENWICH CT 06831</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>XPO Logistics, Inc. [ XPO ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>09/10/2019</u>             |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |   |  |

**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) |
|---|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
|   |                                      |  | Code                           | V | Amount  | (A) or (D) | Price   |   |  |   |
| Common Stock, par value \$0.001 per share | 09/10/2019                           |  | S <sup>(1)</sup>               |   | 1,375   | D          | \$75.42 | 0   | I  | See footnote <sup>(2)</sup>                           |
| Common Stock, par value \$0.001 per share | 09/10/2019                           |  | P <sup>(1)</sup>               |   | 1,375   | A          | \$75.42 | 13,875  | D  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Restricted Stock Unit                      | (3)  |                                      |  |                                |   |  |     | (4)  | (4)             | Common Stock, par value \$0.001 per share   |  | 3,249  |   | D  |       |
| Restricted Stock Unit                      | (5)  |                                      |  |                                |   |  |     | (6)  | (6)             | Common Stock, par value \$0.001 per share   |  | 2,071  |   | D  |       |
| Restricted Stock Unit                      | (5)  |                                      |  |                                |   |  |     | (7)  | (7)             | Common Stock, par value \$0.001 per share   |  | 3,970  |   | D  |       |
| Restricted Stock Unit                      | (5)  |                                      |  |                                |   |  |     | (8)  | (8)             | Common Stock, par value \$0.001 per share   |  | 6,501  |   | D  |       |
| Restricted Stock Unit                      | (5)  |                                      |  |                                |   |  |     | (9)  | (9)             | Common Stock, par value \$0.001 per share   |  | 4,257  |   | D  |       |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Restricted Stock Unit                      | (5)  |                                      |  |                                |   |  |     | (10)   | (10)            | Common Stock, par value \$0.001 per share   | 2,500                      |  | 2,500  | D   |  |
| Director Stock Option (right to buy)       | \$23.19  |                                      |  |                                |   |  |     | 01/02/2015   | 12/12/2023      | Common Stock, par value \$0.001 per share   | 8,000                      |  | 8,000  | D   |  |
| Director Stock Option (right to buy)       | \$16.74  |                                      |  |                                |   |  |     | 12/11/2013   | 12/11/2022      | Common Stock, par value \$0.001 per share   | 8,000                      |  | 8,000  | D   |  |
| Director Stock Option (right to buy)       | \$9.28   |                                      |  |                                |   |  |     | 09/02/2012   | 11/21/2021      | Common Stock, par value \$0.001 per share   | 8,000                      |  | 8,000  | D   |  |
| See footnote <sup>(11)</sup>               | \$7 <sup>(12)</sup>                                    |                                      |  |                                |   |  |     | 09/02/2011   | (13)            | Common Stock, par value \$0.001 per share   | 92,857 <sup>(14)</sup>     |  | 650  | I   | See footnote <sup>(15)</sup>                           |
| Warrants                                   | \$7 <sup>(16)</sup>                                    |                                      |  |                                |   |  |     | 09/02/2011   | 09/02/2021      | Common Stock, par value \$0.001 per share   | 92,857 <sup>(17)</sup>     |  | 92,857   | I   | See footnote <sup>(15)</sup>                           |

**Explanation of Responses:**

- Jason D. Papastavrou purchased the shares from the Brett A. Athans Declaration of Trust through a private transaction for \$75.42 per share, representing the closing price of the Issuer's Common Stock on the New York Stock Exchange on September 10, 2019.
- The Brett A. Athans Declaration of Trust was the direct beneficial owner of these securities. Dr. Papastavrou is the trustee of the Brett A. Athans Declaration of Trust.
- 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, 2020, subject to the Reporting Person's continued service as a director of the Issuer.
- 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.
- The RSUs vested in full on January 2, 2019 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.
- 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.
- The RSUs vested in full on January 4, 2017 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.
- The RSUs vested in full on January 2, 2016 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.
- The RSUs vested in full on December 11, 2013 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.
- 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").
- The Series A Convertible Perpetual Preferred Stock has no expiration date.
- Represents 92,857 shares of Common Stock initially issuable upon conversion of 650 shares of Series A Convertible Perpetual Preferred Stock, subject to adjustment as set forth in the Certificate of Designation.
- Springer Wealth Management LLC is the direct beneficial owner of these securities. Jason D. Papastavrou is the owner of 100% of the equity interests of Springer Wealth Management LLC.
- 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").
- Represents 92,857 shares of Common Stock initially issuable upon the exercise of 92,857 Warrants, subject to adjustment as set forth in the Warrant Certificate.

**Remarks:**

/s/ Karlis P. Kirsis, Attorney-in-Fact      09/12/2019  
 \*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.