

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 7, 2019

XPO LOGISTICS, INC.
(Exact name of registrant as specified in its charter)

Delaware

001-32172

03-0450326

(State or other jurisdiction of
incorporation)

(Commission File Number)

(I.R.S. Employer
Identification No.)

Five American Lane, Greenwich, Connecticut 06831
(Address of principal executive offices)

(855) 976-6951
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Election of Directors

On February 7, 2019, the Board of Directors (the “Board”) of XPO Logistics, Inc. (the “Company” or “XPO”) expanded the size of the Board to eight members and appointed Marlene Colucci to serve as a member of the Board, effective immediately. Ms. Colucci has served as the executive director of The Business Council, based in Washington, D.C., since July 2013. Pursuant to the Company’s bylaws, Ms. Colucci will serve as a director for an initial term until the Company’s 2019 annual meeting of stockholders.

As a non-employee director, Ms. Colucci will be entitled to receive an annual cash retainer (currently \$75,000) and an annual restricted stock unit (“RSU”) grant (currently \$175,000 in value), which will be granted on the first business day of each calendar year and will vest on the first anniversary of the grant date. The number of RSUs granted will be determined by dividing \$175,000 by the average of the closing price of the Company’s common stock on the 10 trading days immediately preceding the grant date. In addition, in connection with her appointment to the Company’s Board of Directors, Ms. Colucci received a one-time grant of 2,637 RSUs that shall vest on January 2, 2020, subject to Ms. Colucci’s continued service as a director of the Company.

The Board has determined that Ms. Colucci is “independent” under the applicable standards of the New York Stock Exchange, the Securities and Exchange Act of 1934, as amended, and the Company’s Corporate Governance Guidelines.

Item 8.01. Other Events.

In addition, on February 11, 2019, the Company announced that it has appointed AnnaMaria DeSalva to the newly created position of vice chairman of the Board. Ms. DeSalva is a current independent director and chairman of the Company’s Nominating and Governance Committee.

In connection with the establishment of the new position, the Board adopted certain amendments to the Company’s Corporate Governance Guidelines, setting forth the role of the vice chairman position, to be filled by an independent director. The updated Corporate Governance Guidelines are available on the Company’s website at www.xpo.com.

The Company issued a press release announcing the appointment of Ms. Colucci to the Board and the appointment of Ms. DeSalva as vice chairman. The press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit</u> <u>Number</u>	<u>Description</u>
99.1	Press Release of XPO Logistics, Inc. dated February 11, 2019

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 13, 2019

XPO LOGISTICS, INC.

By: /s/ Karlis P. Kirsis

Karlis P. Kirsis,

Senior Vice President, Corporate Counsel



XPO Logistics Announces Board of Directors Appointments

Names AnnaMaria DeSalva Vice Chairman, Adds Marlene Colucci as Independent Director

GREENWICH, Conn. — February 11, 2019 — XPO Logistics, Inc. (NYSE: XPO) today announced two appointments that expand its board of directors. The company has named AnnaMaria DeSalva, current independent director and chairman of the nominating and governance committee, to the newly created position of vice chairman of the board. Additionally, the company has appointed Marlene Colucci as a new independent director. XPO's board now consists of eight directors, seven of whom are independent, including three women.

Bradley Jacobs, chairman and chief executive officer of XPO Logistics, said, "Our board composition underscores the importance we place on diversity, the workplace environment and corporate social responsibility as central to our long-term success. AnnaMaria has an exemplary track record in corporate affairs for some of world's most prominent companies. Marlene brings a new perspective to our governance structure based on her decades of experience with public policy development."

AnnaMaria DeSalva

As vice chairman of XPO's board of directors, DeSalva will provide support on key governance matters and shareholder engagement to the chairman, lead independent director and the board, and will continue to lead the nominating and governance committee. She joined the XPO board in September 2017. Additionally, DeSalva is a member of the Board of Governors of Argonne National Laboratory of the U.S. Department of Energy and serves on its compensation and nominating committees.

DeSalva is an independent advisor currently supporting the chief executive officer of DowDuPont, following her role as chief communications officer of DuPont. While at DuPont, she led the company's corporate affairs strategy through a multi-year transformation, including DuPont's merger with Dow.

Prior to DuPont, DeSalva served as vice president of corporate affairs with Pfizer, with a focus on innovation. Earlier, she led the worldwide healthcare practice of Hill & Knowlton and was appointed to advise the U.S. Food and Drug Administration on critical public communications. At Bristol-Myers Squibb, DeSalva led global public affairs in oncology

before becoming director of the Bristol-Myers Squibb Foundation, where she led programs related to women and international health.

Marlene Colucci

Colucci has served as the executive director of The Business Council in Washington, D.C. since 2013. She previously was executive vice president of public policy for the American Hotel & Lodging Association for eight years, where she provided guidance on regulatory matters. From 2003 to 2005, she served in the White House as special assistant to President George W. Bush in the Office of Domestic Policy. In this role, she developed labor, transportation and postal reform policies and advised the president and his staff on related matters.

Earlier, Colucci served as deputy assistant secretary with the U.S. Department of Labor's Office of Congressional and Intergovernmental Affairs. Her law career includes more than 12 years with the firm of Akin Gump Strauss Hauer & Feld LLP, where she served as senior counsel. She holds a juris doctor degree from the Georgetown University Law Center.

About XPO Logistics

XPO Logistics, Inc. (NYSE: XPO) is a top ten global logistics provider of cutting-edge supply chain solutions to the most successful companies in the world. The company operates as a highly integrated network of people, technology and physical assets in 32 countries, with 1,529 locations and more than 98,000 employees. XPO uses its network to help more than 50,000 customers manage their goods most efficiently throughout their supply chains. XPO's corporate headquarters is in Greenwich, Conn., USA, and its European headquarters is in Lyon, France. www.xpo.com

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