

Robinson Lance A
Form 4
October 03, 2018

FORM 4

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

OMB APPROVAL

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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 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 *
Robinson Lance A

(Last) (First) (Middle)
C/O XPO LOGISTICS, INC., 5
AMERICAN LANE
(Street)

GREENWICH, CT 06831

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
XPO Logistics, Inc. [XPO]

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock, par value \$0.001 per share	10/01/2018		M		1,666 A \$ 0	36,112	D
Common Stock, par value \$0.001 per share	10/01/2018		M		10,000 A \$ 0	46,112	D
Common Stock, par value \$0.001 per share	10/01/2018		M		20,000 A \$ 0	66,112	D

value
\$0.001 per
share

Common
Stock, par
value
\$0.001 per
share

10/01/2018

F⁽¹⁾

15,507

D
(1)

\$
113.27

50,605

D

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Unit	<u>(2)</u>	10/01/2018		M	1,666	<u>(3)</u> <u>(3)</u>	Common Stock, par value \$0.001 per share	1,666
Restricted Stock Unit	<u>(2)</u>	10/01/2018		M	10,000	<u>(4)</u> <u>(4)</u>	Common Stock, par value \$0.001 per share	10,000
Restricted Stock Unit	<u>(2)</u>	10/01/2018		M	20,000	<u>(5)</u> <u>(5)</u>	Common Stock, par value \$0.001 per share	20,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Robinson Lance A
C/O XPO LOGISTICS, INC.
5 AMERICAN LANE
GREENWICH, CT 06831

Chief Accounting Officer

Signatures

/s/ Karlis P. Kirsis,
Attorney-in-Fact

10/03/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- No shares were sold by the Reporting Person. These shares were withheld by the Issuer to fund tax liability attributable to the vesting and
- (1) settlement of the Restricted Stock Units ("RSUs") reported on this Form 4. These RSUs vested and were settled on October 1, 2018, as originally scheduled, and there were no related discretionary transactions or open market sales.
 - (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 three equal annual installments, beginning on October 1, 2016 and continuing on the first and second anniversaries thereof, subject to the Reporting Person's continued employment with the Issuer.
 - (4) The RSUs vest in ten equal annual installments of 10,000 shares, beginning on October 1, 2016 and continuing on the next nine anniversaries thereof, subject to the Reporting Person's continued employment with the Issuer.

- On October 1, 2015, the Reporting Person was granted 100,000 unvested performance-based RSUs ("PRSUs"), subject to the Issuer's satisfaction of certain predetermined performance criteria and the Reporting Person's continued employment with the Issuer. On February
- (5) 19, 2018, the Compensation Committee of the Board of Directors of the Issuer certified that the performance criteria applicable to such PRSUs has been satisfied. 40% of the PRSUs vested on February 19, 2018, and 20% vested on October 1, 2018. 20% of the PRSUs will vest on October 1, 2019 and October 1, 2020 each.

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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