

Glickman Sarah JS
Form 3
August 16, 2018

FORM 3

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

OMB APPROVAL

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**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 *

Â Glickman Sarah JS

(Last) (First) (Middle)

C/O XPO LOGISTICS, INC.,Â 5
AMERICAN LANE

(Street)

GREENWICH,Â CTÂ 06831

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/15/2018

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner
X Officer ___ Other
(give title below) (specify below)
Acting Chief Financial Officer

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

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)

Date Expiration
Exercisable Date Title

Amount or
Number of
Shares

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)

(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,
Attorney-in-Fact 08/16/2018

__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.

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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.