

XPO Logistics, Inc.  
Form 4  
January 04, 2017

**FORM 4**

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

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

**OMB APPROVAL**

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Papastavrou Jason D

(Last) (First) (Middle)

SPRINGER WEALTH  
MANAGEMENT LLC, 645 FIFTH  
AVENUE, SUITE 903

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/03/2017

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)

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<br>Security<br>(Instr. 3)                 | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|-------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                         |
|                                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                   |
|                                                       |                                         |                                                             |                                         |                                                                            |                                                                                                                    | 10,000                                                               | D                                       |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share |                                         |                                                             |                                         |                                                                            |                                                                                                                    | 1,375                                                                | I                                       |
|                                                       |                                         |                                                             |                                         |                                                                            |                                                                                                                    |                                                                      | See<br>footnote <sup>(1)</sup>          |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                                                       |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-------------------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                                 | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock Unit                            | (2)                                                                   | 01/03/2017                              |                                                             | A                                       |                                                                                                                 | 3,970                                                          |     | (3)                                                                 | (3)                | Common<br>Stock, par<br>value<br>\$0.001<br>per share | 3,970                               |
| Restricted<br>Stock Unit                            | (2)                                                                   |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | (4)                                                                 | (4)                | Common<br>Stock, par<br>value<br>\$0.001<br>per share | 6,501                               |
| Restricted<br>Stock Unit                            | (2)                                                                   |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | (5)                                                                 | (5)                | Common<br>Stock, par<br>value<br>\$0.001<br>per share | 4,257                               |
| Restricted<br>Stock Unit                            | (2)                                                                   |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | (6)                                                                 | (6)                | Common<br>Stock, par<br>value<br>\$0.001<br>per share | 2,500                               |
| Restricted<br>Stock Unit                            | (2)                                                                   |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | (7)                                                                 | (7)                | Common<br>Stock, par<br>value<br>\$0.001<br>per share | 2,500                               |
| Director<br>Stock                                   | \$ 23.19                                                              |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 01/02/2015                                                          | 12/12/2023         | Common<br>Stock, par                                  | 8,000                               |

|                                                  |                      |            |                 |                                                       |                           |
|--------------------------------------------------|----------------------|------------|-----------------|-------------------------------------------------------|---------------------------|
| Option<br>(right to<br>buy)                      |                      |            |                 | value<br>\$0.001<br>per share                         |                           |
| Director<br>Stock<br>Option<br>(right to<br>buy) | \$ 16.74             | 12/11/2013 | 12/11/2022      | Common<br>Stock, par<br>value<br>\$0.001<br>per share | 8,000                     |
| Director<br>Stock<br>Option<br>(right to<br>buy) | \$ 9.28              | 09/02/2012 | 11/21/2021      | Common<br>Stock, par<br>value<br>\$0.001<br>per share | 8,000                     |
| See<br>footnote<br>(8)                           | \$ 7 <sup>(9)</sup>  | 09/02/2011 | <sup>(10)</sup> | Common<br>Stock, par<br>value<br>\$0.001<br>per share | 92,857<br><sup>(11)</sup> |
| Warrants                                         | \$ 7 <sup>(13)</sup> | 09/02/2011 | 09/02/2021      | Common<br>Stock, par<br>value<br>\$0.001<br>per share | 92,857<br><sup>(14)</sup> |

## Reporting Owners

| Reporting Owner Name / Address                                                                             | Relationships |           |         |       |
|------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                            | Director      | 10% Owner | Officer | Other |
| Papastavrou Jason D<br>SPRINGER WEALTH MANAGEMENT LLC<br>645 FIFTH AVENUE, SUITE 903<br>NEW YORK, NY 10022 | X             |           |         |       |

## Signatures

/s/ Gordon E. Devens,  
Attorney-in-Fact

01/04/2017

\_\_\_\_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).
- (1) The Brett A. Athans Declaration of Trust is the direct beneficial owner of these securities. Jason D. Papastavrou is the trustee of the Brett A. Athans Declaration of Trust.
- (2) 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.

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- (3) The RSUs shall vest on January 3, 2018, subject to the Reporting Person's continued service as a director of the Issuer.
- (4) 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.
- (5) 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.
- (6) The RSUs vested in full on January 2, 2015 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.
- (7) 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.
- (8) 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").
- (9) The Series A Convertible Perpetual Preferred Stock has no expiration date.
- (10) 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.
- (11) 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.
- (12) 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").
- (13) 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.
- (14)

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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