XPO Logistics, Inc.
Form 4
September 05, 2012

## FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 <br> OMB Number: <br> 3235-0287 <br> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction <br> STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES <br> 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 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * <br> JESSELSON MICHAEL G | 2. Issuer Name and Ticker or Trading <br> Symbol <br> (Last) <br> (First) <br> XPO Logistics, Inc. [XPO] |
| :---: | :--- |
| 445 PARK AVENUE, SUITE 1502 | 3. Date of Earliest Transaction <br> (Month/Day/Year) <br> $09 / 02 / 2012$ |
| (Street) | 4. If Amendment, Date Original |
|  | Filed(Month/Day/Year) |

NEW YORK, NY 10022


| Common | See |
| :--- | :--- |
| Stock | footnote (6) |

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

| Persons who respond to the collection of | SEC 1474 |
| :--- | ---: |
| information contained in this form are not | $(9-02)$ |
| required to respond unless the form |  |
| displays a currently valid OMB control |  |
| number. |  |

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

| 1. Title of <br> Derivative Security (Instr. 3) | 2. <br> Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any <br> (Month/Day/Year) | 4. <br> Transact Code (Instr. 8) | 5. Number of Derivative Securities Acquired <br> (A) or <br> Disposed of <br> (D) <br> (Instr. 3, 4, <br> and 5) | 6. Date Exerc Expiration D (Month/Day/ | able and ear) | 7. Title and A Underlying S (Instr. 3 and 4 ) | mount of ecurities ) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  | Code V | (A) (D) | Date <br> Exercisable | Expiration <br> Date | Title | Amount o Number o Shares |
| Restricted <br> Stock <br> Units | (7) | 09/02/2012 |  | M | 2,500 | (8) | (8) | Common <br> Stock, par value \$0.001 per share | 2,500 |
| Director <br> Stock <br> Options <br> (right to <br> buy) | \$ 9.28 |  |  |  |  | (9) | 11/21/2021 | Common <br> Stock, par value \$0.001 per share | 8,000 |
| See footnote (16) | \$ 7 (10) |  |  |  |  | 09/02/2011 | (11) | Common <br> Stock, par value \$0.001 per share | $\begin{gathered} 103,570 \\ \underline{(12)} \end{gathered}$ |
| Warrants | \$ 7 (14) |  |  |  |  | 09/02/2011 | 09/02/2021 | Common <br> Stock, par <br> value \$0.001 <br> per share | $\begin{gathered} 103,572 \\ \underline{(15)} \end{gathered}$ |

## Reporting Owners

# Edgar Filing: XPO Logistics, Inc. - Form 4 

Director 10\% Owner Officer Other

JESSELSON MICHAEL G
445 PARK AVENUE, SUITE 1502 X
NEW YORK, NY 10022

## Signatures

/s/ Gordon E. Devens,

Attorney-in-Fact
${ }_{-}^{* *}$ Signature of Reporting Person 09/05/2012

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. $78 \mathrm{ff}(\mathrm{a})$.
(1) 15,000 of these securities are held in an individual retirement account of Michael G. Jesselson.
(2) The Michael G. Jesselson and Linda Jesselson 3/12/84 Trust is the direct beneficial owner of these securities. Michael G. Jesselson is a trustee of the trust.
(3)

The Michael G. Jesselson and Linda Jesselson 11/26/85 Trust is the direct beneficial owner of these securities. Michael G. Jesselson is a trustee of the trust.
(4) The Michael G. Jesselson and Linda Jesselson $3 / 31 / 87$ Trust is the direct beneficial owner of these securities. Michael G. Jesselson is a trustee of the trust.
(5)

The Michael G. Jesselson and Linda Jesselson 6/30/93 Trust is the direct beneficial owner of these securities. Michael G. Jesselson is a trustee of the trust.
(6) Michael G. Jesselson's spouse is the direct beneficial owner of these securities.
(7) Each Restricted Stock Unit represented 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.
(8) The Restricted Stock Units were initially unvested. The Restricted Stock Units vested and were settled on September 2 , 2012.
(9) The Director Stock Options were initially unvested. The Director Stock Options vested and became exercisable on September 2, 2012.

The initial conversion price of the Series A Convertible Perpetual Preferred Stock is $\$ 7$ per share of Common Stock, subject to
(10) 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").
(11) The Series A Convertible Perpetual Preferred Stock has no expiration date.

Represents (i) 71,428 shares of Common Stock initially issuable upon conversion of 500 shares of Series A Convertible Perpetual Preferred Stock held by the Michael G. Jesselson 12/18/80 Trust and (ii) 32,142 shares of Common Stock initially issuable upon conversion of 225 shares of Series A Convertible Perpetual Preferred Stock held by the Michael G. Jesselson 4/8/71 Trust, in each case subject to adjustment as set forth in the Certificate of Designation.

The Michael G. Jesselson 12/18/80 Trust and the Michael G. Jesselson 4/8/71 Trust are the direct beneficial owners of these securities. Michael G. Jesselson is the beneficiary of each of these trusts.

The initial exercise price of the Warrants is $\$ 7$ per share of Common Stock, subject to adjustment as set forth in as set forth in the Form
(14) 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 (i) 71,429 shares of Common Stock initially issuable upon the exercise of 71,429 Warrants held by the Michael G. Jesselson
(15) $12 / 18 / 80$ Trust and (ii) 32,143 shares of Common Stock initially issuable upon the exercise of 32,143 Warrants held by the Michael G. Jesselson 4/8/71 Trust, in each case subject to adjustment as set forth in the Warrant Certificate.
(16) Series A Convertible Perpetual Preferred Stock, par value $\$ 0.001$ per share.

## Remarks:

See Exhibit 24.1 attached - Power of Attorney

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.

