XPO Logistics, Inc. Form 4 January 06, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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).

share

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Papastavrou Jason D Issuer Symbol XPO Logistics, Inc. [XPO] (Check all applicable) (Middle) (Last) (First) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner _ Other (specify Officer (give title SPRINGER WEALTH 01/02/2015 MANAGEMENT LLC, 645 FIFTH **AVENUE, SUITE 903** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10022

(City)	(State) (2	Table Table	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. Transactio Code (Instr. 8)		(A) or of (D)	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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value \$0.001 per share						10,000	D		
Common Stock, par value \$0.001 per						1,375	I	See footnote (1)	

Edgar Filing: XPO Logistics, Inc. - Form 4

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

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.

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 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. Transacti Code (Instr. 8)	5. Number out of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e Expiration Dat (Month/Day/Y	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(Α) (Σ	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	(2)	01/02/2015		A	4,257	(3)	<u>(3)</u>	Common Stock, par value \$0.001 per share	4,257	
Restricted Stock Unit	(2)					<u>(4)</u>	<u>(4)</u>	Common Stock, par value \$0.001 per share	2,500	
Restricted Stock Unit	(2)					<u>(5)</u>	<u>(5)</u>	Common Stock, par value \$0.001 per share	2,500	
Director Stock Option (right to buy)	\$ 23.19					<u>(6)</u>	12/12/2023	Common Stock, par value \$0.001 per share	8,000	
Director Stock Option (right to buy)	\$ 16.74					12/11/2013	12/11/2022	Common Stock, par value \$0.001 per share	8,000	
Director Stock	\$ 9.28					09/02/2012	11/21/2021	Common Stock, par	8,000	

Edgar Filing: XPO Logistics, Inc. - Form 4

Option (right to buy)				value \$0.001 per share	
See footnote (7)	\$ 7 <u>(8)</u>	09/02/2011	<u>(9)</u>	Common Stock, par value \$0.001 per share	92,857 (10)
Warrants	\$ 7 <u>(12)</u>	09/02/2011	09/02/2021	Common Stock, par value \$0.001 per share	92,857 (13)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Papastavrou Jason D SPRINGER WEALTH MANAGEMENT LLC 645 FIFTH AVENUE, SUITE 903 NEW YORK, NY 10022



Signatures

/s/ Gordon E. Devens, Attorney-in-Fact 01/06/2015

**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).
- 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.
- 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.
- (3) The Restricted Stock Units shall vest on January 2, 2016, subject to the Reporting Person's continued service as a director of the January
- The Restricted Stock Units 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.
- (5) The Restricted Stock Units 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.
- (6) The Director Stock Options vested and became exercisable on January 2, 2015.
- (7) Series A Convertible Perpetual Preferred Stock, par value \$0.001 per share.
- (8) 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

Reporting Owners 3

Edgar Filing: XPO Logistics, Inc. - Form 4

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.
- 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.
- 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.

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.