

BRADLEY S JACOBS
Form 3
September 12, 2011

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â BRADLEY S JACOBS		(Month/Day/Year)	XPO Logistics, Inc. [XPO]	
(Last)	(First)	(Middle)	09/02/2011	
350 ROUND HILL ROAD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
GREENWICH,Â CTÂ 06831			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			CHIEF EXECUTIVE OFFICER	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> 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)
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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)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

See footnote ⁽¹⁾	09/02/2011	∧ ⁽²⁾	Common Stock, \$0.001 par value per share	<u>9,642,857</u> ⁽³⁾	\$ <u>7</u> ⁽⁴⁾	I	See footnote ⁽⁵⁾
Warrants	09/02/2011	09/02/2021	Common Stock, \$0.001 par value per share	<u>9,642,857</u> ⁽⁶⁾	\$ <u>7</u> ⁽⁷⁾	I	See footnote ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRADLEY S JACOBS 350 ROUND HILL ROAD GREENWICH, CT 06831	∧ X	∧ X	∧ CHIEF EXECUTIVE OFFICER	∧

Signatures

/s/ Clint J. Gage, as
Attorney-in-fact

09/12/2011

__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).
- (1) Series A Convertible Perpetual Preferred Stock, \$0.001 par value per share
- (2) The Series A Convertible Perpetual Preferred Stock has no expiration date.
- (3) Represents 9,642,857 shares of Common Stock initially issuable upon conversion of 67,500 shares of Series A Convertible Perpetual Preferred 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").
- (4) 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.
- (5) Jacobs Private Equity, LLC is the direct beneficial owner of these securities. Bradley S. Jacobs is the Managing Member of Jacobs Private Equity, LLC.
- (6) Represents 9,642,857 shares of Common Stock initially issuable upon the exercise of 9,642,857 Warrants, 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"). The 9,642,857 shares of Common Stock initially issuable upon the exercise of the Warrants, together with the 9,642,857 shares of Common Stock initially issuable upon conversion of the Series A Convertible Perpetual Preferred Stock as described in Footnote 3 above, represent an aggregate of 19,285,714 shares of Common Stock initially issuable upon conversion of the Series A Convertible Perpetual Preferred Stock or upon the exercise of the Warrants.
- (7) The initial exercise price of the Warrants is \$7 per share of Common Stock, 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.