

JESSELSON MICHAEL G

Form 4

January 03, 2018

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**JESSELSON MICHAEL G**

(Last) (First) (Middle)

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

(Street)

**GREENWICH, CT 06831**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
 Symbol

**XPO Logistics, Inc. [XPO]**

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

**01/02/2018**

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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				(A) or (D)			
			Code	V	Amount		Price
					33,258 <sup>(1)</sup>	D	
Common Stock, par value \$0.001 per share					12,000	I	See footnote <sup>(2)</sup>
Common Stock, par					12,000	I	See footnote <sup>(3)</sup>

value  
\$0.001 per  
share

Common  
Stock, par  
value  
\$0.001 per  
share

12,000

I

See  
footnote <sup>(4)</sup>

Common  
Stock, par  
value  
\$0.001 per  
share

10,000

I

See  
footnote <sup>(5)</sup>

Common  
Stock, par  
value  
\$0.001 per  
share

10,000

I

See  
footnote <sup>(6)</sup>

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  
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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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(7)	01/02/2018		A		2,071		(8)	(8)	Common Stock, par value \$0.001 per share	2,071
Restricted Stock Unit	(7)							(9)	(9)	Common Stock, par value \$0.001	3,970

Director Stock Option (right to buy)	\$ 23.19	01/02/2015	12/12/2023	per share Common Stock, par value \$0.001 per share	8,000
Director Stock Option (right to buy)	\$ 16.74	12/11/2013	12/11/2022	per share Common Stock, par value \$0.001 per share	8,000
Director Stock Option (right to buy)	\$ 9.28	09/02/2012	11/21/2021	per share Common Stock, par value \$0.001 per share	8,000
See footnote (10)	\$ 7 <sup>(11)</sup>	09/02/2011	<sup>(12)</sup>	per share Common Stock, par value \$0.001 per share	103,570
Warrants	\$ 7 <sup>(14)</sup>	09/02/2011	09/02/2021	per share Common Stock, par value \$0.001 per share	103,572 <sup>(15)</sup>
Warrants	\$ 7 <sup>(14)</sup>	09/02/2011	09/02/2021	per share Common Stock, par value \$0.001 per share	21,322 <sup>(16)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JESSELSON MICHAEL G C/O XPO LOGISTICS, INC. 5 AMERICAN LANE GREENWICH, CT 06831	X			

## Signatures

/s/ Karlis P. Kirsis,  
Attorney-in-Fact

01/03/2018

\_\_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) 15,000 of these securities are held in an individual retirement account of Michael G. Jesselson.
- (2) These securities are held by the SJJ Irrevocable Trust, of which Michael G. Jesselson is a trustee.
- (3) These securities are held by the RAJ Irrevocable Trust, of which Michael G. Jesselson is a trustee
- (4) These securities are held by the JJJ Irrevocable Trust, of which Michael G. Jesselson is a trustee.
- (5) These securities are held by Michael G. Jesselson and Linda Jesselson Trustees UID 6/30/93 FBO Maya Ariel Ruth Jesselson. 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 ("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.
- (8) The RSUs shall vest on January 2, 2019, subject to the Reporting Person's continued service as a director of the Issuer.
- (9) The RSUs vested in full on January 3, 2018 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.
- (10) Series A Convertible Perpetual Preferred Stock, par value \$0.001 per share.
- (11) 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").
- (12) The Series A Convertible Perpetual Preferred Stock has no expiration date.
- (13) 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.
- (14) 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").
- (15) Represents 103,572 shares of Common Stock initially issuable upon conversion of 103,572 Warrants, subject to adjustment as set forth in the Warrant Certificate.
- (16) Represents 21,322 shares of Common Stock initially issuable upon conversion of 21,322 Warrants, subject to adjustment as set forth in the Warrant Certificate.

### Remarks:

See Exhibit 24, Power of Attorney, attached.

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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