

XPO Logistics, Inc.  
Form 8-K/A  
October 17, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K/A**

(Amendment No. 1)

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

August 3, 2012

**Date of report (Date of earliest event reported)**

**XPO Logistics, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-32172**  
(Commission  
File Number)  
**Five Greenwich Office Park**

**03-0450326**  
(I.R.S. Employer  
Identification No.)

**Greenwich, CT 06831**

(Address of principal executive offices)

**(855) 976-4636**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.01. Completion of Acquisition or Disposition of Assets.**

This Amendment No. 1 to Form 8-K amends our Form 8-K dated August 3, 2012, originally filed with the Securities and Exchange Commission on August 9, 2012 (the Original Report ). We filed the Original Report to report our acquisition of the freight brokerage operations of Kelron Corporate Services Inc. and certain affiliated companies (collectively, Kelron ).

**Item 9.01. Financial Statements and Exhibits.**

(a) *Financial Statements of Businesses Acquired.*

The combined balance sheets of Kelron Corporate Services Inc. and Kelron Distribution Systems (Cleveland) LLC as of March 31, 2012, March 31, 2011 and April 1, 2010, and the related combined statements of operations, retained earnings and cash flows for the years ended March 31, 2012 and March 31, 2011 required by this Item 9.01(a) are attached hereto as Exhibit 99.2 and are incorporated herein by reference.

(b) *Pro Forma Financial Information.*

The unaudited pro forma financial information required by Item 9.01(b) pursuant to Article 11 of Regulation S-X is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

(d) *Exhibits.*

Exhibit

Number

23.1 Consent of Zeifmans LLP Chartered Accountants, independent auditors

99.1 Pro Forma Financial Information

Unaudited pro forma condensed combined consolidated balance sheet as of June 30, 2012, and statements of operations for the six months ended June 30, 2012 and the year ended December 31, 2011

99.2 Financial Statements of Businesses Acquired

(i) Independent Auditors Report

(ii) Combined balance sheets of Kelron Corporate Services Inc. and Kelron Distribution Systems (Cleveland) LLC as of March 31, 2012, March 31, 2011 and April 1, 2010, and the related combined statements of operations, retained earnings and cash flows for the years ended March 31, 2012 and March 31, 2011

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

XPO Logistics, Inc.

/s/ John J. Hardig  
John J. Hardig  
Chief Financial Officer

Date: October 17, 2012

EXHIBIT INDEX

Exhibit

| Number | Description  |
|--------|--|
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| 99.2   | Financial Statements of Businesses Acquired<br>(i) Independent Auditors Report<br>(ii) Combined balance sheets of Kelron Corporate Services Inc. and Kelron Distribution Systems (Cleveland) LLC as of March 31, 2012, March 31, 2011 and April 1, 2010, and the related combined statements of operations, retained earnings and cash flows for the years ended March 31, 2012 and March 31, 2011 |