

XPO Logistics, Inc.  
 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)

|                                                                                                                                                                                                                          |                                                                                       |                                                                                     |                                                                                                                                                                                                                                                                                                           |                                                             |                                                                                                                                                                                                                            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person *</p> <p>Â JESSELSON MICHAEL G</p> <p>(Last) (First) (Middle)</p> <p>445 PARK AVENUE,Â SUITE 1502</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10022</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/02/2011</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>XPO Logistics, Inc. [XPO]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/> <input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>                 (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)        | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|-------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock, \$0.001 par value per share | 10,000                                                   | I                                                                 | See footnote <sup>(1)</sup>                              |
| Common Stock, \$0.001 par value per share | 37,500 <sup>(2)</sup>                                    | I                                                                 | See footnote <sup>(3)</sup>                              |
| Common Stock, \$0.001 par value per share | 7,500 <sup>(4)</sup>                                     | D                                                                 | Â                                                        |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|-----------------------------------------------|-------------------------------------------------------------|----------------------------------------------|---------------|--------------|----------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|----------------------------------------------|---------------|--------------|----------------------------------|

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|                             | Date Exercisable | Expiration Date  | Derivative Security (Instr. 4)<br>Title   | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5)        |
|-----------------------------|------------------|------------------|-------------------------------------------|----------------------------|------------------------------------------|--------------------------------------------------------------------|-----------------------------|
| See footnote <sup>(5)</sup> | 09/02/2011       | ∞ <sup>(6)</sup> | Common Stock, \$0.001 par value per share | 103,570 <sup>(7)</sup>     | \$ 7 <sup>(8)</sup>                      | I                                                                  | See footnote <sup>(9)</sup> |
| Warrants                    | 09/02/2011       | 09/02/2021       | Common Stock, \$0.001 par value per share | 103,572 <sup>(10)</sup>    | \$ 7 <sup>(11)</sup>                     | I                                                                  | See footnote <sup>(9)</sup> |

## Reporting Owners

| Reporting Owner Name / Address                                             | Relationships |           |         |       |
|----------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                            | Director      | 10% Owner | Officer | Other |
| JESSELSON MICHAEL G<br>445 PARK AVENUE<br>SUITE 1502<br>NEW YORK, NY 10022 | ∞ X           | ∞         | ∞       | ∞     |

## 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) Michael G. Jesselson's spouse is the direct beneficial owner of these securities.  
Represents (i) 10,000 shares of Common Stock held by the Michael G. Jesselson and Linda Jesselson 3/12/84 Trust, (ii) 10,000 shares of Common Stock held by the Michael G. Jesselson and Linda Jesselson 11/26/85 Trust, (iii) 10,000 shares of Common Stock held by the Michael G. Jesselson and Linda Jesselson 3/31/87 Trust and (iv) 7,500 shares of Common Stock held by the Michael G. Jesselson and Linda Jesselson 6/30/93 Trust.
- (2) The individual trusts named in Footnote 2 are the direct beneficial owners of these securities. Michael G. Jesselson is the trustee of each of these trusts.
- (3) Represents 7,500 shares of Common Stock held in an individual retirement account.
- (4) Series A Convertible Perpetual Preferred Stock, \$0.001 par value per share.
- (5) The Series A Convertible Perpetual Preferred Stock has no expiration date.
- (6) 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

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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").

- (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.
- (9) 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.
- (10) Represents (i) 71,429 shares of Common Stock initially issuable upon the exercise of 71,429 Warrants held by the Michael G. Jesselson 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 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").
- (11) 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.