

XPO Logistics, Inc.  
Form 3  
September 12, 2011

**FORM 3**

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

OMB APPROVAL

OMB  
Number: 3235-0104  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

**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 \*  
Â Jacobs Private Equity, LLC  
(Last) (First) (Middle)

2. Date of Event Requiring  
Statement  
(Month/Day/Year)  
09/02/2011

3. Issuer Name **and** Ticker or Trading Symbol  
XPO Logistics, Inc. [XPO]

4. Relationship of Reporting  
Person(s) to Issuer

5. If Amendment, Date Original  
Filed(Month/Day/Year)

350 ROUND HILL ROAD

(Street)

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer ☐ Other  
(give title below) (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

GREENWICH,Â CTÂ 06831

(City) (State) (Zip)

**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)

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

SEC 1473 (7-02)

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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)

Date Expirable      Expiration  
Date      Date

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title      Amount or  
Number of  
Shares

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)

See Footnote <sup>(1)</sup>	09/02/2011	Â <sup>(2)</sup>	Common Stock, \$0.001 par value per share	9,642,857 <sup>(3)</sup>	\$ 7 <sup>(4)</sup>	D	Â
Warrants	09/02/2011	09/02/2021	Common Stock, \$0.001 par value per share	9,642,857 <sup>(5)</sup>	\$ 7 <sup>(6)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jacobs Private Equity, LLC 350 ROUND HILL ROAD GREENWICH, CT 06831	Â X	Â X	Â	Â

## 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) 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.

(6) 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.

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