

XPO Logistics, Inc.
Form 4
September 17, 2015

FORM 4

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

OMB APPROVAL

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Check this box 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 *
GIC Private Ltd

(Last) (First) (Middle)

168 ROBINSON ROAD
#37-01,, CAPITAL TOWER

(Street)

SINGAPORE, U0 068912

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/08/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.001 per share | 09/08/2015 | | C | 1,488,155 A | \$ 45 11,487,278 | I ⁽¹⁾ | See Explanation of Responses ⁽¹⁾ |

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

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SEC 1474 (9-02)

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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 |
| Series C Convertible Perpetual Preferred Stock | \$ 45 ⁽²⁾ | 09/08/2015 | | C | 66,967 | ⁽³⁾ | ⁽³⁾ | Common Stock, par value \$0.001 per share | 1,488,155 ⁽⁴⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GIC Private Ltd 168 ROBINSON ROAD #37-01, CAPITAL TOWER SINGAPORE, U0 068912 | | | X | |
| Coral Blue Investment Pte. Ltd. 168 ROBINSON ROAD #37-01, CAPITAL TOWER SINGAPORE, U0 068912 | | | X | |

Signatures

| | |
|---|------------|
| /s/ Jimmy Teo, Jimmy Teo, Senior Vice President of GIC Private Limited | 09/17/2015 |
| __Signature of Reporting Person | Date |
| /s/ Lim Eng Kok, Lim Eng Kok, Senior Vice President of GIC Private Limited | 09/17/2015 |
| __Signature of Reporting Person | Date |
| /s/ Arjun Khullar, Arjun Khullar, Director of Coral Blue Investment Pte. Ltd. | 09/17/2015 |
| __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).

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This report is filed jointly by GIC Private Limited and Coral Blue Investment Pte. Ltd. (collectively, the "Reporting Persons"). Coral Blue Investment Pte. Ltd. is the direct owner of 11,487,278 shares of Common Stock of the Issuer and shares the power to vote and the power to dispose of all of such shares of Common Stock with GIC Private Limited. No individual has beneficial ownership over the Common

- (1) Stock beneficially owned by the Reporting Persons. Each of the Reporting Persons disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein. This Form 4 shall not be deemed to be an admission that any Reporting Person hereunder is the beneficial owner of any of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Upon the Issuer's stockholders approving the proposals to issue Common Stock upon conversion of the Series C Convertible Perpetual Preferred, the Series C Convertible Perpetual Preferred Stock converted automatically into shares of Common Stock of the Issuer at the

- (2) initial conversion price of \$45 per share of Common Stock, subject to adjustment as set forth in the Certificate of Designation of Series C Convertible Perpetual Preferred Stock, included in Exhibit 4.1 to the Issuer's Report on Form 8-K filed with the SEC on June 1, 2015 (the "Certificate of Designation").

The Series C Convertible Perpetual Preferred Stock has no expiration date and under the Certificate of Designation automatically

- (3) converts into Common Stock on the date of the Issuer's stockholders approving the proposals to issue Common Stock upon conversion of the Series C Convertible Perpetual Preferred Stock, but is not otherwise convertible into shares of Common Stock.

- (4) Shares of Common Stock initially issuable upon conversion of Series C Convertible Perpetual Preferred Stock, subject to adjustment as set forth in the Certificate of Designation.

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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