XPO Logistics, Inc. Form 4 January 13, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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obligations

may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Papastavrou Jason D

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle) (Last) (First)

XPO Logistics, Inc. [XPO] 3. Date of Earliest Transaction

(Check all applicable)

SPRINGER WEALTH MANAGEMENT LLC, 645 FIFTH

(Month/Day/Year)

12/12/2013

\_X\_\_ Director Officer (give title

10% Owner Other (specify

**AVENUE, SUITE 903** 

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

NEW YORK, NY 10022

share

(City)	(State) (Z	Zip) Table	I - Non-De	erivative Securities Acc	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price	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					10,000	D	
Common Stock, par value \$0.001 per					1,375	I	See footnote (1)

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

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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. Transactic Code (Instr. 8)	5. Number conf 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	(2)	12/12/2013		A	2,500	(3)	<u>(3)</u>	Common Stock, par value \$0.001 per share	2,500
Director Stock Option (right to buy)	\$ 23.19	12/12/2013		A	8,000	<u>(4)</u>	12/12/2023	Common Stock, par value \$0.001 per share	8,000
Restricted Stock Unit	(2)					<u>(5)</u>	<u>(5)</u>	Common Stock, par value \$0.001 per share	2,500
Director Stock Option (right to buy)	\$ 16.74					12/11/2012	12/11/2022	Common Stock, par value \$0.001 per share	8,000
Director Stock Option (right to buy)	\$ 9.28					09/02/2012	11/21/2021	Common Stock, par value \$0.001 per share	8,000
See footnote	\$ 7 (7)					09/02/2011	<u>(8)</u>	Common Stock, par	92,857 (9)

walue \$0.001 per share

Warrants \$ 7 (11)

09/02/2011 09/02/2021 value \$0.001 per share

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Papastavrou Jason D SPRINGER WEALTH MANAGEMENT LLC 645 FIFTH AVENUE, SUITE 903 NEW YORK, NY 10022



## **Signatures**

Gordon E. Devens, Attorney 01/13/2014 in Fact

\*\*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).
- The Brett A. Athans Declaration of Trust is the direct beneficial owner of these securities. Jason D. Papastavrou is the trustee of the Brett A. Athans Declaration of Trust.
- Each Restricted Stock Unit 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.
- The Restricted Stock Units shall vest on January 2, 2015, subject to the Reporting Person's continued service as a director of the Issuer.
- (4) The Director Stock Options shall vest and become exercisable on January 2, 2015, subject to the Reporting Person's continued service as a director of the Issuer.
- The Restricted Stock Units vested in full on December 11, 2013 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.
- (6) Series A Convertible Perpetual Preferred Stock, par value \$0.001 per share.
- 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").
- (8) The Series A Convertible Perpetual Preferred Stock has no expiration date.
- (9) Represents 92,857 shares of Common Stock initially issuable upon conversion of 650 shares of Series A Convertible Perpetual Preferred Stock, subject to adjustment as set forth in the Certificate of Designation.
- Springer Wealth Management LLC is the direct beneficial owner of these securities. Jason D. Papastavrou is the owner of 100% of the equity interests of Springer Wealth Management LLC.

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- 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").
- Represents 92,857 shares of Common Stock initially issuable upon the exercise of 92,857 Warrants, 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.