

XPO Logistics, Inc.
Form 4
June 02, 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)
05/29/2015

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.001 per share | 05/29/2015 | | P | | 1,845,177 | A | \$ 45 |
| | | | | | 9,999,123 | I | (1) (2) |

See Explanation of Responses (1) (2)

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 (3) (4) | (3) (4) | 05/29/2015 | | P | | 66,967 | | (3)(4) | (3)(4) | Common Stock, par value \$0.001 per share (3) (4) | 1,488,155 (3) (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 | 06/02/2015 |
| _____ **Signature of Reporting Person | Date |
| /s/ Lim Eng Kok, Lim Eng Kok, Senior Vice President of GIC Private Limited | 06/02/2015 |
| _____ **Signature of Reporting Person | Date |
| /s/ Arjun Khullar, Arjun Khullar, Director of Coral Blue Investment Pte. Ltd. | 06/02/2015 |
| _____ **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).

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 8,153,946 shares of Common Stock of the Issuer and 66,967 shares of Series C Convertible

(1) Perpetual Preferred Stock of the Issuer and shares the power to vote and the power to dispose of all of such shares of Common Stock and Series C Convertible Perpetual Preferred Stock with GIC Private Limited. No individual has beneficial ownership over the Common Stock or Series C Convertible Perpetual Preferred Stock beneficially owned by the Reporting Persons.

(2) (Continued from footnote 1) 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.

(3) On May 29, 2015, the Issuer and Coral Blue Investment Pte. Ltd. entered into an Investment Agreement pursuant to which the Issuer issued to Coral Blue Investment Pte. Ltd. (a) 1,845,177 shares of Common Stock of the Issuer at a price of US\$45.00 per share of Common Stock, and (b) 66,967 shares of Series C Convertible Perpetual Preferred Stock of the Issuer at a price of US\$1,000.00 per share of Series C Preferred Stock. The Series C Convertible Perpetual Preferred Stock will convert automatically into shares of Common Stock of the Issuer upon the Issuer's stockholders approving the proposals to issue Common Stock upon conversion of the Series C Convertible Perpetual Preferred Stock for purposes of Rule 312 of the NYSE Listed Company Manual, but are not otherwise convertible into shares of Common Stock, and Series C Convertible Perpetual Preferred Stock does not entitle the holder thereof to exercise any voting rights with respect to the underlying shares of Common Stock of the Issuer

(4) (Continued from footnote 3) Under the Certificate of Designation of Series C Convertible Perpetual Preferred Stock of the Issuer, upon the Issuer's stockholders approving the proposals to issue Common Stock upon conversion of the Series C Convertible Perpetual Preferred Stock for purposes of Rule 312 of the NYSE Listed Company Manual, the 66,967 shares of Series C Convertible Perpetual Preferred Stock of the Issuer acquired by Coral Blue Investment Pte. Ltd. pursuant to the May 29, 2015 Investment Agreement will automatically convert into 1,488,155 shares of Common Stock of the Issuer (over which GIC Private Limited shares the power to vote and the power to dispose of all of such shares).

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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