

Kingshott Adrian
Form 4
January 04, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kingshott Adrian

(Last) (First) (Middle)

C/O XPO LOGISTICS, INC., 5
AMERICAN LANE

(Street)

GREENWICH, CT 06831

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

XPO Logistics, Inc. [XPO]

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

01/02/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4) |
|---|---|---|---|--|--|--|---|
| | | | | (A) or (D) | | | |
| | | | | Code V Amount (D) Price | | | |
| Common Stock, par value \$0.001 per share | | | | | 7,500 | D | |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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 |
| Restricted Stock Unit | (1) | 01/02/2019 | | A | | 3,249 | | (2) | (2) | Common Stock, par value \$0.001 per share | 3,249 |
| Restricted Stock Unit | (1) | | | | | | | (3) | (3) | Common Stock, par value \$0.001 per share | 2,071 |
| Restricted Stock Unit | (1) | | | | | | | (4) | (4) | Common Stock, par value \$0.001 per share | 3,970 |
| Restricted Stock Unit | (1) | | | | | | | (5) | (5) | Common Stock, par value \$0.001 per share | 6,501 |
| Restricted Stock Unit | (1) | | | | | | | (6) | (6) | Common Stock, par value \$0.001 per share | 4,257 |
| Director Stock Option (right to buy) | \$ 23.19 | | | | | | | 01/02/2015 | 12/12/2023 | Common Stock, par value \$0.001 per share | 8,000 |
| Director Stock Option | \$ 16.74 | | | | | | | 12/11/2013 | 12/11/2022 | Common Stock, par value | 8,000 |

| | | | | | | |
|--------------------------------------|------------------|------------|------------|--|---|--------------------|
| (right to buy) | | | | | \$0.001 per share | |
| 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 <u>(7)</u> | \$ 7 <u>(8)</u> | 09/02/2011 | <u>(9)</u> | | Common Stock, par value \$0.001 per share | 42,857 <u>(10)</u> |
| Warrants | \$ 7 <u>(11)</u> | 09/02/2011 | 09/02/2021 | | Common Stock, par value \$0.001 per share | 42,857 <u>(12)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Kingshott Adrian C/O XPO LOGISTICS, INC. 5 AMERICAN LANE GREENWICH, CT 06831 | X | | | |

Signatures

/s/ Karlis P. Kirsis,
Attorney-in-Fact

01/04/2019

__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).
- (1) Each Restricted Stock Unit ("RSU") 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.
- (2) The RSUs shall vest on January 2, 2020, subject to the Reporting Person's continued service as a director of the Issuer.
- (3) The RSUs vested in full on January 2, 2019 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.
- (4) The RSUs vested in full on January 3, 2018 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.
- (5) The RSUs vested in full on January 4, 2017 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)

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The RSUs vested in full on January 2, 2016 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.

- (7) Series A Convertible Perpetual Preferred Stock, par value \$0.001 per share.
- (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 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").
- (9) The Series A Convertible Perpetual Preferred Stock has no expiration date.
- (10) Represents 42,857 shares of Common Stock initially issuable upon conversion of 300 shares of Series A Convertible Perpetual Preferred Stock, subject to adjustment as set forth in the Certificate of Designation.
- (11) 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").
- (12) Represents 42,857 shares of Common Stock initially issuable upon conversion of 42,857 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.

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