

XPO Logistics, Inc.
Form SC 13G/A
February 14, 2019
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

XPO Logistics, Inc.
(Name of Issuer)
Common Stock, \$0.001 Par Value
(Title of Class of Securities)
983793100

(CUSIP Number)
December 31, 2018
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)
☐ Rule 13d-1(c)
☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 983793100

1 NAME OF REPORTING PERSON
Orbis Investment Management Limited
("OIML") Orbis Investment Management
(U.S.), L.P. ("OIMUS") Allan Gray Australia
Pty Limited ("AGAPL")
I.R.S. IDENTIFICATION NO. OF ABOVE
PERSON (ENTITIES ONLY)
OIMUS: 26-0583752

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP
(a) ☒
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION
OIML is a company organized under the laws
of Bermuda. OIMUS is a limited partnership
organized under the laws of Delaware,
U.S.A. AGAPL is a company organized
under the laws of Australia.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 20,537,128
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 20,537,128
	8	SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON
OIML - 20,340,427
OIMUS - 187,566
AGAPL - 9,135

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
☐

11 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (9)
16.2%

12

TYPE OF REPORTING PERSON
FI (OIML and AGAPL); OO (OIMUS)

CUSIP No.: 983793100

ITEM NAME OF ISSUER:

1(a). XPO Logistics, Inc.

ITEM ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

1(b). Five Greenwich Office Park
Greenwich, CT 06831
USA

ITEM NAME OF PERSON FILING:

2(a). Orbis Investment Management Limited ("OIML") Orbis Investment Management (U.S.), L.P.
("OIMUS") Allan Gray Australia Pty Limited ("AGAPL")

ITEM ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

2(b). OIML: Orbis House, 25 Front Street, Hamilton Bermuda HM11
OIMUS: 600 Montgomery Street, Suite 3800, San Francisco, CA 94111, USA
AGAPL: Level 2, Challis House, 4 Martin Place, Sydney NSW2000, Australia

ITEM CITIZENSHIP:

2(c). OIML is a company organized under the laws of Bermuda. OIMUS is a limited partnership organized under the laws of Delaware, U.S.A. AGAPL is a company organized under the laws of Australia.

ITEM TITLE OF CLASS OF SECURITIES:

2(d). Common Stock, \$0.001 Par Value

ITEM CUSIP NUMBER:

2(e). 983793100

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK WHETHER THE PERSON FILING IS A:

(a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
☐

(b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
☐

(c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
☐

(d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
☐

(e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
☐

(f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
☐

(g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
☐

(h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
☐

(i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
[X]

(k) Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution:
[X]

For Item 3(k)., OIML and AGAPL are each equivalent to an investment adviser (IA).

ITEM 4. OWNERSHIP

(a) Amount beneficially owned:

OIML - 20,340,427

OIMUS - 187,566

AGAPL - 9,135

(b) Percent of class:

16.2%

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote:

20,537,128

(ii) shared power to vote or to direct the vote:

0

(iii) sole power to dispose or direct the disposition of:

20,537,128

(iv) shared power to dispose or to direct the disposition of:

0

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Other persons have the right to receive dividends from, the power to direct the receipt of dividends from, or the right to receive the proceeds from the sale of, the securities of the issuer identified in Item 4(a) that are beneficially owned by OIML.

Another person has the right to receive dividends from, the power to direct the receipt of dividends from, or the right to receive the proceeds from the sale of, the securities of the issuer identified in Item 4(a) that are beneficially owned by OIMUS.

Another person has the right to receive dividends from, the power to direct the receipt of dividends from, or the right to receive the proceeds from the sale of, the securities of the issuer identified in Item

4(a) that are beneficially owned by AGAPL.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

OIML, OIMUS and AGAPL are together making this filing because they may be deemed to constitute a "group" for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. Information with respect to each of OIML, OIMUS and AGAPL (collectively, the "Reporting Persons") is given solely by each such Reporting Person and no Reporting Person has responsibility for the accuracy or completeness of information supplied by the other Reporting Person. OIML and AGAPL are classified as a Non-U.S. Institution (FI) that is equivalent to an Investment Adviser (IA). OIMUS is classified as Other (OO).

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

ITEM 10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

By signing below I certify that, to the best of my knowledge and belief, the foreign regulatory schemes applicable to Orbis Investment Management Limited and Allan Gray Australia Pty Ltd are substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution(s). I also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

CUSIP No.: 983793100

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13 Orbis Investment Management Limited ("OIML") Orbis Investment Management (U.S.), L.P.
2019 ("OIMUS") Allan Gray Australia Pty Limited ("AGAPL")

By:

/s/ James Dorr /s/ Matt Gaarder /s/ Hugh Gillespie

Name:

James Dorr Matt Gaarder Hugh Gillespie

Title:

James Dorr is General Counsel of Orbis Investment Management Limited. Matt Gaarder is the Secretary of Orbis Investment Management (U.S.), L.P. Hugh Gillespie is a Director of Allan Gray Australia Pty Limited

Attention — Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).