

XPO Logistics, Inc.  
Form 3  
January 02, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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)

|   |   |   |  |   |  |
|---|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â GIC Private Ltd</p> <p>(Last) (First) (Middle)</p> <p>168 ROBINSON ROAD<br/>#37-01,,Â CAPITAL TOWER</p> <p>(Street)</p> <p>SINGAPORE,Â U0Â 068912</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/23/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>XPO Logistics, Inc. [XPO]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director    <input checked="" type="checkbox"/> 10% Owner<br/>___ Officer    ___ Other<br/>(give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person<br/>_X_ Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)         | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|--|--|---|--|
| COMMON SHARES, PAR VALUE \$0.001 PER SHARE | 8,153,946  | I <sup>(1)</sup>  | See footnote <sup>(1)</sup>                              |

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

SEC 1473 (7-02)

**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 number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

Edgar Filing: XPO Logistics, Inc. - Form 3

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

## Reporting Owners

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

## Signatures

|  |            |
|--|------------|
| /s/ Jimmy Teo, Senior Vice President of GIC Private Limited    | 01/02/2015 |
| **Signature of Reporting Person                                | Date       |
| /s/ Lim Eng Kok, Senior Vice President of GIC Private Limited  | 01/02/2015 |
| **Signature of Reporting Person                                | Date       |
| /s/ Arjun Khullar, Director of Coral Blue Investment Pte. Ltd. | 01/02/2015 |
| **Signature of Reporting Person                                | Date       |

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 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 3 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.

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.