

XPO Logistics, Inc.  
Form PX14A6G  
December 02, 2016

**SECURITIES & EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**NOTICE OF EXEMPT SOLICITATION**

**NAME OF REGISTRANT:** XPO Logistics

**NAME OF PERSON RELYING ON EXEMPTION:** International Brotherhood of Teamsters

**ADDRESS OF PERSON RELYING ON EXEMPTION:** 25 Louisiana Avenue, NW, Washington, DC 20001

**Written materials are submitted pursuant to Rule 14a-6(g)(1) promulgated under the Securities Exchange Act of 1934:**

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[This filing contains, in order, a press release, the text of a Dear shareholder letter to company shareholders, a letter to the company that can be accessed by recipients of the shareholder letter, and several tweets.]

**Potential \$110 Million Windfall for CEO Sparks Investor Call for Vote Against Incentive Plan at Special Meeting**

**PRESS CONTACT** *Kara Deniz* Email: [kdeniz@teamster.org](mailto:kdeniz@teamster.org) Phone: (202) 624-6911

(WASHINGTON) Today, in [a letter](#) to XPO Logistics [NYSE: XPO] Board of Directors, the International Brotherhood of Teamsters raised objections to the company's proposed 2016

Omnibus Incentive Compensation Plan (the Plan) that could provide a windfall stock award for CEO Bradley Jacobs worth \$110 million at current stock price levels.

At a special meeting on December 20, 2016, XPO shareholders will vote on the proposed plan which reserves 3.4 million new shares and increases the individual annual equity award limit from 500,000 shares to 2.5 million.

Absent an amendment to the Plan that would set a moderate and reasonable individual award limit, the Teamsters will vote against the Plan and recommend fellow shareholders do the same.

In the letter to XPO Lead Independent Director Michael Jesselson, Teamsters General Secretary-Treasurer Ken Hall notes that the Plan as proposed could allow the board to award Jacobs compensation that is 160 times his base salary and five times the target value of the equity award he was granted under his new employment agreement, which is designed to cover the four-year term of the new contract.

Hall also questions the efficacy of the plan design to incentivize management. In the letter Hall states, "We believe the board would have ample room to incentivize and retain executives with a lower limit, particularly considering the new plan also doubles the maximum, annual cash

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award payable to any individual to \$10 million. Moreover, with CEO Jacobs already holding 15 percent of common shares, it is not clear to us that large equity awards are required to retain and incentivize his services.

Under no conceivable scenario is a payout of 2.5 million shares to CEO Jacobs, the company's largest shareholder, justifiable, Hall said. The board has lost sight of one of its primary responsibilities—establishing sound executive pay practices that incentivize performance and protect the interests of shareholders.

Founded in 1903, the International Brotherhood of Teamsters represents 1.4 million hardworking men and women throughout the United States, Canada and Puerto Rico. Visit [www.teamster.org](http://www.teamster.org) for more information. Follow us on Twitter @teamsters and like us on Facebook at [www.facebook.com/teamsters](https://www.facebook.com/teamsters).

Dear XPO shareholder:

Today, in [a letter](#) to XPO Logistics [NYSE: XPO] Board of Directors, the International Brotherhood of Teamsters raised objections to the company's proposed 2016 Omnibus

Incentive Compensation Plan that could provide a windfall stock award for CEO Bradley Jacobs worth \$110 million at current stock price levels.

At a special meeting on December 20, 2016, XPO shareholders will vote on the proposed plan which reserves 3.4 million new shares and increases the individual annual equity award limit from 500,000 shares to 2.5 million. This five-fold increase in the individual award limit could allow the board to award Jacobs compensation that is 160 times his base salary and five times the target value of the equity award he was granted under his new employment agreement, which is designed to cover the four-year term of the new contract.

Absent an amendment to the Plan that would set a moderate and reasonable individual award limit, the Teamsters plan on voting against the Plan and recommends fellow shareholders do the same.

If you have any questions or wish to discuss this matter further, please do not hesitate to contact Carin Zelenko at [czelenko@teamster.org](mailto:czelenko@teamster.org) or 202-624-8100 ext. 6899.

This is not a solicitation of authority to vote your proxy. Please DO NOT send us your proxy card as it will not be accepted.

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[The following tweets contain links to an article appearing at  
<https://teamster.org/news/2016/12/teamsters-head-potential-xpo-ceo-pay-bonanza.>]

What \$XPO thinking?Seeks approval for execpay plan that could allow hundreds of millions in equity to  
CEO teamster.org/news/2016/12/t #corpgov

\$XPO investors beware! Is a \$110m #execpay windfall in the offing  
for CEO Jacobs? #corpgov @teamsters teamster.org/news/2016/12/t  
@teamsters

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